From: 27687@lapd.lacity.org
To: ALFONSO ARGUELLES
Subject: Re: Sir we are planning an operation based on two 3.18s. We would like EDD and ABC and whomever else you think would be appropriate to assist us. I was asked by Lt. Dibell (Hollywood Vice) to reach out to you for assistance.
Date: 04-Sep-2015 17:43
Attachments: TEXT.htm [Save] [Open]
Creation Date: 04-Sep-2015 17:43
Store Date: 10-Nov-2015 07:43
Status: opened,read,replied
Box Type: received
Folder: ALFONSO ARGUELLES Home > Mailbox
Message Id: 55E9D835.LAPDDomC.POC5.200.20000C5.1.5FC9.1

Hey Al,

I need the below listed info in order to request EDD. They want to be able able to research the locations prior to doing their inspections. Be advised EDD already has open cases on Cashmere and Cosmo. I also need the date of the operation.

EDD Info:
Name & address of location
ABC License Number
Hours of operation
Number of employees working at the location
Number of security guards

Thanks,

Sgt. Fernando Garcia
DSVD/Operation ABC
Direct: (213) 486-0923
Main: (213) 486-0910
Fax: (213) 486-0909

>>> ALFONSO ARGUELLES 9/2/2015 5:49 PM >>>
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Thank you in advance for your help.

Officer Al Arguelles #36473
Hollywood Vice
213 972-2996

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Officer Al Arguelles #36473
Hollywood Vice
213 972-2996

From: daniel.halden@lacity.org
To: OSBALDO RAMOS, PETER ZARCONE, Frank Bush, ALEX BAEZ
CC: Marisol Rodriguez
Subject: Cashmere - LAPD - LADBS Coordination
Date: 10-Sep-2015 14:59
Attachments: TEXT.htm [Save] [Open]
Mime.822 *(excluded from export)*
Creation Date: 10-Sep-2015 14:59
Store Date: 26-Nov-2015 16:34
Status:
Box Type: unknown
Folder: BENJAMIN THOMPSON Home > Mailbox > Fwd: Cashmere - LAPD - LADBS Coordination
Message Id: 55F19B5D.LAPDDomB.POB3.200.200004A.1.81391.1

Good afternoon everyone,

This email serves as a means of inter-departmental coordination relating to the Cashmere club in Hollywood.

Captain Peter Zarcone is commanding officer of LAPD Hollywood Division; I am also CCing Lt. Alex Baez and Sgt. Osbaldo Ramos of the Hollywood Entertainment District unit within Hollywood Division.

Frank Bush is Executive Officer of the Department of Building and Safety.

Per my discussions with LAPD and the Councilmember's discussions with LADBS, please coordinate with each other regarding any investigations or site visits to the Cashmere club.

Please feel free to contact me at any time. My cell is (213) 254-7214.
Thank you for your help.

Best Regards,

<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.cd13.com&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>

Dan Halden
Hollywood Field Deputy

Office of Councilmember Mitch O'Farrell
1722 Sunset Boulevard, Los Angeles, CA 90026
(213) 207-3015 | www.cd13.com

*Find the Councilmember on: *[image: Facebook]
<https://www.facebook.com/CouncilmemberMitchOFarrell> [image: Twitter]

<http://s.wisestamp.com/links?url=https%3A%2F%2Ftwitter.com%2FMitchOFarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpd
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[image: Instagram]
<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.instagram.com%2Fmitchofarrell&sn=d2lsbGlhbS5heWFsYUBs
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[image: YouTube] <http://www.youtube.com/channel/UCsQz6C1Ud6xzGXf18_t6pvQ>

WE NEED YOUR INPUT! TAKE THE SMALL BUSINESS SURVEY
<https://docs.google.com/a/lacity.org/forms/d/1pjTZMW5HZH-UllW2044x5uxrWB4zb2-iucc4zRQgpRY/viewform>

TEXT.htm ATTACHMENT

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<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.cd13.com&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>
Â Â Dan Halden
Â Â Hollywood Field Deputy
Â Office of Councilmember Mitch O'Farrell
Â Â 1722 SunsetÂ Boulevard,Â Los Angeles, CA 90026
Â Â (213)Â 207-3015Â | www.cd13.com <http://www.cd13.com>

Find the Councilmember on:Â [Facebook]
<https://www.facebook.com/CouncilmemberMitchOFarrell> Â [Twitter]
<http://s.wisestamp.com/links?url=https%3A%2F%2Ftwitter.com%2FMitchOFarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>
Â [Instagram]
<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.instagram.com%2Fmitchofarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>
Â [YouTube] <http://www.youtube.com/channel/UCsQz6C1Ud6xzGXf18_t6pvQ>

WE NEED YOUR INPUT!Â TAKE THE SMALL BUSINESS SURVEY
<https://docs.google.com/a/lacity.org/forms/d/1pjTZMW5HZH-UllW2044x5uxrWB4zb2-Iucc4zRQgpRY/viewform>

From: 26623@lapd.lacity.org
To: ERIC MOORE
CC: OSBALDO RAMOS, PETER ZARCONE, JEDD LEVIN
Subject: Re: Noise
Date: 11-Aug-2015 19:48
Attachments: TEXT.rtf [Save] [Open]
TEXT.htm [Save] [Open]
Creation Date: 11-Aug-2015 19:48
Store Date: 05-Nov-2015 14:11
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Re: Noise
Message Id: 55CA518C.LAPDDomB.POB3.200.20000EA.1.6C939.1

E,

Great talking to you. I appreciate your assistance. Here are the list of items we discussed to follow up on.
HED Task Force, August 20, 2015. SOW: 1700 in Hollywood Roll Call Room
Meeting with City Attorney and owners of the Supper Club on August 19, 1130 Hours, @ Hollywood Station, Captain's office.
Procure a Noise measuring meter device for Hollywood HED unit. (Chris Waters)
Send me information on citing procedures for noise related sections.
Also need to determine property line for Cashmere Night Club to determine if we meet the 150 noise threshold in a residential area.
Lastly, the four locations we can use your team's assistance with are: 1. The Supper Club, 2. The Play House, 3. The Hollywood Hookah Lounge, and 4. The Cashmere Night Club.
Thanks again, I will talk to you tomorrow.

Alex

Lieutenant Alex Baez
Hollywood Entertainment District
(323) 464-1402
"One Team, All In"

>>> <33733@lapd.lacity.org> 8/11/2015 9:37 AM >>>

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M(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,]
M(E-E8W1I;VXB/CQD:78^/&$@;F%M93TB2D1!?,3$Q+C P+B(@:60](DI$7S$Q
M,2XP,"XB('1I=&QE/2(Q,3$N,# N(B O/E-%0RX@,3$Q+C P+L*@($1%0TQ!
M4D%424].($]&(%!/3$E#62X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4]<FUA<F=I;BUB;W1T;VT],3!P=")^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@270@:7,@:&5R96)Y(&1E8VQA<F5D('1O(&)E('1H92!P;VQI8WD@;V8@
M=&AE($-I='D@=&\@<')O:&EB:70@=6YN96-E<W-A<GD@;&5X8V5S<VEV92!A
M;F0@86YN;WEI;F<@;F]I<V5S(&9R;VT@86QL('-O=7)C97,@<W5B:F5C="!T
M;R!I=',@<&]L:6-E('!O=V5R+B @070@8V5R=&%I;B!L979E;',@;F]I<V5S
M<R!A<F4@9&5T<FEM96YT86P@=&\@=&AE(&AE86QT:"!A;F0@=V5L9F%R92!O
M9B!T:&4@8VET:7IE;G)Y(&%N9"!I;B!T:&4@<'5B;&EC(&EN=&5R97-T<R!S
M:&%L;"!B92!S>7-T96UA=&EC86QL>2!P<F]S8W)I8F5D+CPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"UL979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"UL979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I
M;VXB/CQD:78^/&$@;F%M93TB2D1!?,3$Q+C Q+B(@:60](DI$7S$Q,2XP,2XB
M('1I=&QE/2(Q,3$N,#$N(B O/E-%0RX@,3$Q+C Q+L*@($1%1DE.251)3TY3
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"UL979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"UL979E;"(^/&1I=C["H,*@PJ!5;FQE<W,@=&AE(&-O
M;G1E>'0@;W1H97)W:7-E(&-L96%R;'D@:6YD:6-A=&5S+"!T:&4@=V]R9',',@
M86YD('!H<F%S97,@=7-E9"!I;B!T:&ES(&-H87!T97(@87)E(&1E9FEN960@
M87,@9F]L;&]W<SH\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@<W1Y;&4]<FUA<F=I;BUB;W1T;VT],3!P=")^PJ \+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR
M(C["H,*@PJ H82G"H,*@PJ#B@)P\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/D%M8FEE;G0@3F]I<V4\+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!I
M<R!T:&4@8V]M<&]S:71E(&]F(&YO:7-E(&9R;VT@86QL('-O=7)C97,@;F5A
M<B!A;F0@9F%R(&EN(&$@9VEV96X@96YV:7)O;FUE;G0L(&5X8VQU<VEV92!O
M9B!O8V-A<VEO;F%L(&%N9"!T<F%N<VEE;G0@:6YT<G5S:79E(&YO:7-E('-O
M=7)C97,@86YD(&]F('1H92!P87)T:6-U;&%R(&YO:7-E('-O=7)C92!O<B!S
M;W5R8V5S("1O(&)E(&UE87-U<F5D+B!!;6)I96YT(&YO:7-E('-H86QL(&)E
M(&%V97)A9V5D(&]V97(@82!P97)I;V0@;V8@870@;&5A<W0@,34@;6EN=71E
M<R!A="!A(&QO8V%T:6]N(&%N9"!T:6UE(&]F(&1A>2!C;VUP87)A8FQE('1O
M('1H870@9'5R:6YG('=H:6-H('1H92!M96%S=7)E;65N="!I<R!T86ME;B!O
M9B!T:&4@<&%R=&EC=6QA<B!N;VES92!S;W5R8V4@8F5I;F<@;65A<W5R960N
M(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$$U-BPS-C,L($$5F9BX@,R\R
M.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](&DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O=&UO;3TQO;3TQ,'!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](&DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"H"AB*<*@PJ#"H.* G#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^0V]M;65R8VEA;"!0=7)P;W-E/"]S<&%N
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(C[B@)T@:7,@=&AE('5S92!P;W)T:6]N(&]F(&)U:6QD:6YG(&]R(&)U:6QD
M:6YG(&%N9"!L;W0@=7-E9"!F;W(@8V]M;65R8VEA;"!U<V4@;V8@86YY(&]F
M(&1H92!F;VQL;W=I;F<@<&5R;6ET=&5D('!U<G!O<V5S(&EN(&%N>2!Z;VYE
M9"!A;GD@<V]U;G0@;V8@86UP;&EF:65D(&=R;W5P<R!P97)M:71T960@9F]R
M;W-E(&]F('1H92!P;W)T:6]N(&]F(&)U:6QD:6YG(&%N9"!L;W0@8F]R;6%L
M;W(@<V]U;F1S(&)Y(&UE86YS(&]F(&%M<&QI9FEE<B!O<B!S:6UI;&%R(&EB
M:71I;VXL(&]R(&5V96YT+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@9&5M;VYS
M=')A=&EN9R!S=6-H('-O=6YD(&5Q=6EP;65N="X@/"]S<&%N/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@
M8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M.C$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,2(^PJ#"H,*@*&,IPJ#"
MH,*@XH"</'-P86X@<W1Y;&4]:F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/D-Y8W96-L8F5L/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(C[B@*&1"*2!I<R!A('5N:70@;V8@;&5V96P@
M96P@=VAI8V@@9&5N;W1E<R!T:&4@<F%T:6\@8F5T=V5E;B!T=V\@*#(I('%U
M86YT:71I97,@=VAI8V@@87)E('!R;W!O<G1I;VYA;"!T;R!P;W=E<CL@=&AE
M(&YU;6)E<B!O9B!D96-I8F5L<R!C;W)R97-P;VYD:6YG('1O('1H92!R871I
M;R!O9B!T=V\@*#(I(&%M;W5N=',@;V8@<&]W97(@:7,@=&5N("@Q,"D@=&EM
M97,@=&AE(&QO9V%R:71H;2!T;R!T:&4@8F%S92 H,3 I(&]F('1H:7,@<F%T
M:6\N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-"C,L($5F9BX@
M,R\R.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3H@,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S
M<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H.* G#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X=#H@<F%T:6]N.FYO
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^16UE<F=E;F-Y(%=O<FL\+W-P86X^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@
M;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/N* G2!I<R!W;W)K(&UA9&4@;F5C97-S87)Y('1O(')E<W1O<F4@<')O<&5R
M='D@=&\@82!S869E(&-O;F1I=&EO;B!F;VQL;W=I;F<@82!P=6)L:6,@8V%L
M86UI='D@;W(@=V]R:R!R97%U:7)E9"!T;R!P<F]T96-T('!E<G-O;G,@;W(@
M<')O<&5R='D@9G)O;2!A;B!I;6UI;F5N="!E>'!O<W5R92!T;R!D86YG97(L
M(&]R('=O<FL@8GD@<')I=F%T92!O<B!P=6)L:6,@=71I;&ET:65S('=H96X@
M<F5S=&]R:6YG('5T:6QI='D@<V5R=FEC92X@/"]S<&%N/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X=#H@
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@
M3W)D+B!.;RX@,34V+#$V+"!%9F8N(#,O,CDO.#(I+CPO<W!A;CX\+W-P86X^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M.B P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),-"(^,,B(^PJ#"H*@*&4IPJ#"H*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CY);7!U;'-I=F4@4V]U;F0\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!I<R!S;W5N9"!O9B!S:&]R
M="!D=7)A=&EO;BP@=7-U86QL>2!L97-S('1H86X@;VYE('-E8V]N9"!A;F0@
M:"!A;B!A8G)U<'0@;VYS970@86YD('")A<&ED(&1E8V%Y+B!%>&%M<&QE<R!O
M97AA;7!L92!I;F-L=61E(&)O;'0@<W1A;7!I;F<L(&)I;F1I;F<L(&AA;6UE
M<FEN9R!A;F0@<VAO;W1I;F<N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N
M(#$U-BPS-"P@169F+B S+S(Y+S@R*2X\+W-P86X^/"]S<&%N/CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3H@,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AF*<*@PJ#"H.* G
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CYI
M;7!U;'-I=F4@<V]U;F0\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!S;W5N9"!O9B!S:&]R="!D=7)A
M=&EO;BP@=7-U86QL>2!L97-S('1H86X@;VYE('-E8V]N9"!A;F0@=VET:"!A
M:&%L;"!I;F-L=61E(&)O;'0@<W1A;7!I;F<L(&)I;F1I;F<L(&AA;6UE<FEN
M9R!A;F0@<VAO;W1I;F<N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U
M-BPS-"P@169F+B S+S(Y+S@R*2X\+W-P86X^/"]S<&%N/CPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3H@,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AG*<*@PJ#"H.* G/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CYI;7!U
M;'-I=F4@<V]U;F0\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N
M;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/N* G2!S;W5N9"!O9B!S:&]R="!D=7)A=&EO
M;BP@=7-U86QL>2!L97-S('1H86X@;VYE('-E8V]N9"!A;F0@=VET:"!A;B!A
M8G)U<'0@;VYS970@86YD(')A<&ED(&1E8V%Y+B!%>&%M<&QE<R!O9B!S=6-H
M<V]U;F0@:6YC;'5D92!B;VQT('-T86UP:6YG+"!B:6YD:6YG+"!H86UM97)I
M;F<@86YD('-H;V]T:6YG+B \+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH06UE;F1E9"!B>2!/<F0N($YO
M+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3!P=";(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9BG"H,*@PJ#B@)P\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/DUO=&]R
M(%9E:&EC;&4\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/N* G2!I;F-L=61E<RP@8G5T('-H86QL(&YO="!B
M92!L:6UI=&5D('1O+"!A=71O;6]B:6QE<RP@=')U8VMS+"!M;W1O<F-Y8VQE
M<RP@;6EN:6)I:V5S(&%N9"!G;RUC87)T<RX@/"]S<&%N/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@
M3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&<IPJ#"H,*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CY.;VYC;VUM97)C:6%L(%!U<G!O<V4\+W-P86X^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!I<R!T:&4@=7-E
M+"!O<&5R871I;VXL(&]R(&UA:6YT96YA;F-E(&]F(&%N>2!S;W5N9"!E<75I
M<&UE;G0@9F]R(&]T:&5R('1H86X@82#B@)QC;VUM97)C:6%L('!U<G!O<V7B
M@)TN(.* G$YO;F-O;6UE<F-I86P@<'5R<&]S9>* G2!S:&%L;"!M96%N(&%N
M9"!I;F-L=61E+"!B=70@<VAA;&P@;F]T(&)E(&QI;6ET960@=&\L('1H:6QA
M;G1H<F]P:6,L(')O;&ET:6-A;"P@<&%R86T@=F]L=6YT87)Y(&]R(&=O=F5R
M92!P=7)P;W-E<RX@/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V
M,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&@IPJ#"
MH,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY/8W1A=F4@8F%N9"!P<F5S<W5R92!L979E;#PO<W!A;CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES
M(&UE87-U<F5M96YT(&]F('-O=6YD(&5N97)G>2!A8V-O<F1I;F<@=&\@9G)E
M<75E;F-Y(&%N9"!T:&4@;&]U9&YE<W,@=&AE<F5I;B!O9B!M96%S=7)E9"!E
M;F5R9WD@;V8@82!S<&5C:69I960@96%C:"!O9B!T:&4@96EG:'0@;V-T879E
M<F5M96YT<R!F;W(@=&AE(&%U9&EB;&4@<F%N9V4@;V8@9G)E<75E;F-I97)S
M```
```

```
M('1H92!!;65R:6-A;B!.871I;VYA;"!3=&%N9&%R9"!3<&5C:69I8V%T:6]N
M<R!F;W(@3V-T879E+"!(86QF+4]C=&%V92P@86YD(%1H:7)D+4]C=&%V92!"
M86YD($9I;'1E<G,L(%,Q+C$Q+3$Y-C8@;W(@=&AE(&UO<W0@<F5C96YT(')E
M=FES:6]N('1H97)E;V8N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U
M-BPS-C,L($5F9BX@,R\R.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AI*<*@PJ#"H.* G#QS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4&5R<V]N/"]S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(C[B@)T@:7,@82!P97)S;VXL(&9I<FTL(&%S<V]C:6%T:6]N+"!C;RUP
M87)T;F5R<VAI<"P@:F]I;G0@=F5N='5R92P@8V]R<&]R871I;VXL(&]R(&%N
M>2!E;G1I='DL('!U8FQI8R!O<B!P<FEV871E(&EN(&YA='5R92X\+W-P86X^
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"
MH,*@*&HIPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY0;&%N;F5D($1E=F5L;W!M96YT/"]S<&%N/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^XH"=(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N
M(#$U-BPS-C,L($5F9BX@,R\R.2\X,BXI(#PO<W!A;CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^.7,@86YY(&UA=&5R
M:6%L(&-H86YG92!I;B!T:&4@=7-E(&]F(&QA;F0L(&EN8VQU9&EN9R!S=6)D
M:79I<VEO;B!O9B!L86YD(&%N9"!C;VYS=')U8W1I;VX@;V8@8G5I;&1I;F=S
M+CPO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F9BX@,R\R
M.2\X,BXI(#PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(DPR(CK"H,*@PJ H:RG"H,*@PJ#B@)P\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/E!R;VIE8W0@4VET93PO<W!A;CX\<W!A
M;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^XH"=(&ES(&%N>2!P87)C96P@;W(@<&%R8V5L<R!O9B!L86YD(&]N('=H
M:6-H(&$@<')O:F5C="!O<B!A8W1I=FET>2!I<R!P<F]P;W-E9"!T;R!B92!L
M;V-A=&5D+CPO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F
M9BX@,R\R.2\X,BXI(#PO<W!A;CX\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&PIPJ#"H,*@XH"</'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY0<F]J96-T/"]S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY!;GD@:VEN9"!O9B!A8W1I=FET>2!T:&%T(&-A;B!R97-U;'0@:6X@
M82!C:&%N9V4@:6X@=&AE(&1E;G-I='D@;W(@<&AY<VEC86P@8VAA<F%C=&5R
M:7-T:6-S(&]F(&%N>2!P87)C96P@;W(@<&%R8V5L<R!O9B!L86YD+B!4:&ES
M(&EN8VQU9&5S+"!B=70@:7,@;F]T(&QI;6ET960@=&\@=&AE(&-O;G-T<G5C
M=&EO;BP@<F5C;VYS=')U8W1I;VXL(&-O;G9E<G-I;VXL('-T<G5C='5R86P@
M86QT97)A=&EO;BP@<F5L;V-A=&EO;B!O<B!E;FQA<F=E;65N="!O9B!A;GD@
M8G5I;&1I;F<@;W(@<W1R=6-T=7)E+"!A;&P@9W)A9&EN9RP@97AC879A=&EO
M;BP@;6EN:6YG(&]R(&1R961G:6YG+"!A;F0@86YY(&-H86YG92!I;B!T:&4@
M=7-E(&]F(&QA;F0N/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,R(^PJ#"H,*@,B["H,*@PJ!2861I;RP@<W1E<F5O('!L
M87EE<G,L('!H;VYO9W)A<&AS(&]R('1E;&5V:7-I;VX@<F5C96EV97)S('5S
M960@:6X@86YY(&AO=7-E(&]R(&%P87)T;65N="!W:71H:6X@86YY(')E<VED
M96YT:6%L('IO;F4@;W(@=VET:&EN(#4P,"!F965T('1H97)E;V8N/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,R(^PJ#"H,*@,R["H,*@PJ!787)N:6YG(&1E=FEC97,@;VX@96UE<F=E;F-Y
M('9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!B;&%S<STB3EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B
M/L*@PJ#"H#0NPJ#"H,*@2&]R;G,@;W(@;W1H97(@=V%R;FEN9R!D979I8V5S
M(&%U=&AO<FEZ960@8GD@;&%W(&]N(&%N>2!V96AI8VQE('=H96X@=7-E9"!F
M;W(@=')A9F9I8R!P=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]<F5S='!A;G1E=T;VT],3!P="(^
M<PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:RG"H,*@PJ#B@)P\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[(&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.VYE.V1I>7!L87DZ(&EN;&EN93LB/E-E/E-O=6YD($QE=F5L/"]S<&%N
M/CQS<&%N(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]=V]R9"US
M<&%C:6YG.B!N;W)M86P[(&9O;G0M=V5I9VAT.B!N;W)M86P[(&9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CX[F]R(&YO;G)E<VED96YT:6%L(&QA;F0@=7-E<RP@<&QE87-E(')E
M9F5R('1O('1H92!S;W5N9"!L979E;"!S=&%N9&%R9',@:6X@4V5C=&EO;B`Q
M-RXT."XP-#`N(")&(#PO<W!A;CXN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,R(^PJ#"H,*@,B["H,*@PJ!2
M861I;RP@<W1E<F5O('!L87EE<G,L('!H;VYO9W)A<&AS(&]R('1E;&5V:7-I
M;VX@<F5C96EV97)S('5S960@:6X@86YY(&AO=7-E(&]R(&%P87)T;65N="!W
M:71H:6X@86YY(')E<VED96YT:6%L('IO;F4@;W(@=VET:&EN(#4P,"!F965T
M('1H97)E;V8N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2),,R(^PJ#"H,*@,R["H,*@PJ!787)N:6YG(&1E=FEC
M97,@;VX@96UE<F=E;F-Y('9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#0NPJ#"
MH,*@2&]R;G,@;W(@;W1H97(@=V%R;FEN9R!D979I8V5S(&%U=&AO<FEZ960@
M8GD@;&%W(&]N(&%N>2!V96AI8VQE('=H96X@=7-E9"!F;W(@=')A9F9I8R!P
M=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4]<F5S='!A;G1E=T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@
M<PJ H;"G"H,*@PJ#B@)Q3;&5E<&EN9R!R;V]M<R!A;F0@=V%T97(@8VQO<V5T
M<R!O9B!H;W1E;',@=&\@8F4@=V5L;"!V96YT:6QA=&5D(&%N9"!L:6=H=&5D
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L
M87-S/2),,R(^PJ#"H,*@,2["H,*@PJ!%=F5R>2!S;&5E<&EN9R!R;V]M+"!W
M871E<B!C;&]S970@86YD('1O:6QE="!R;V]M(&]F(&5V97)Y(&AO=&5L(&EN
M(%%U965N<R!C;W5N='D@<VAA;&P@8F4@=V5L;"!V96YT:6QA=&5D(&%N9"!L
M:6=H=&5D+"!A;F0@<VAA;&P@:&%V92!S=69F:6-I96YT('=I;F1O=W,L(%3DW
M,2!O<B!T:&4@;6]S="!R96-E;G0@<F5V:7-I;VX@=&AE<F5O9BX@/"]S<&%N
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"
MH,*@*&TIPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY3;W5N9"!4<G5C:SPO<W!A;CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES(&%N>2!M
M;W1O<B!V96AI8VQE+"!O<B!A;GD@;W1H97(@=F5H:6-L92!R96=A<F1L97-S
M(&]F(&UO=&EV92!P;W=E<BP@=VAE<BP@=VAE<B!I;B!M;W1I;VX@;W(@<W1A
M;F%R>2P@=VAI8V@@8V%R<FEE<RP@:7,@97%U:7!P960@=VET:"P@;W(@=VAI
M8V@@:&%S(&UO=6YT960@=&AE<F5O;BP@;W(@871T86-H960@=&AE<F5T;RP@
M86YY('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT+B \+W-P86X^/'-P86X@
M/W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH06UE;F1E
M9"!B>2!/<F0N($YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTZ,3!P=" ^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(CX\<W!A;B!S='EL
MH,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/E-O=6YD(%1R=6-K(%-E<G9I8V4@1&5A;&5R/"]S<&%N/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXNPJ @1&5F
M:6YE<R!E;G1I<F5L>2!T:&4@=&5R;2!A;B!E;G1I='D@<VEM:6QA<B!T;R!A
M(&YO="!D969I;F5D(&AE<F5I;B!I<R!A(&=E;F5R:6,@=&5R;2!F;W(@82!M
M97)I8V%N(%-T86YD87)D($$@8W5S=&]M97(@;6%N=69A8W1U<F5S(%$N,2TQ
M.3<Q(&]R('1H92!M;W-T(')E8V5N="!R979I<VEO;B!T:&5R96]F+B \+W-P
M86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXH06UE;F1E9"!B>2!/<F0N($YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N
M*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P=" ^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E-O
M+B!A;F0@:6YC;'5D:6YG(&%N>2!S;W5N9"!A;7!L:69I97(@;W(@:71S(&UO
M+BXU.2!Q=6%L:69I960@<&5R<V]N(&-O;&QE8W0@:6YF;W)M871I;VX@=&AE
M,2XP+B!;(H"!33U5.1"!,159%3"!-151%4BPC,34U-C,N,3$U-"!84T0@04Y$
M($-22%)4+E0K(&=A;&XO:'1M;"]H=&UL+V1I=CX\+V1I=CX\9&EV(&-L87-S
M;"(^/&1I=C["H,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA4:71L92!A;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS
M-C,L($5F9BX@,R\R.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=C["H,*@PJ H82G"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS
M-C,L($5F9BX@,R\R.2\X,BXIPJ @/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY!;GD@<V]U;F0@;6%V96P@
M;65A<W5R96UE;G0@;6%D92!P=7)S=6%N="!T;R!T:&4@<')O=FES:6]N<R!O
M9B!T:&ES(&-H87!T97(@<VAA;&P@8F4@;65A<W5R960@=VET:"!A('-O=6YD
M(&QE=F5L(&UE=&5R('5S:6YG('1H92#B@)Q!XH"=('=E:6=H=&EN9R!A;F0@
M<F5S<&]N<V4@87,@:6YD:6-A=&5D(&EN(%-E8W1I;VX@,3$Q+C Q*&LI(&]F
M('1H:7,@87)T:6-L92X\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H$5X8V5P=="!W:&5N(&EM<')A8W1I8V%L+"!T:&4@;6EC<F]P:&]N
M92!S:&%L;"!B92!L;V-A=&5D(&9O=7(@=&\@9FEV92!F965T(&%B;W9E('1H
M92!G<F]U;F0@86YD('1E;B!F965T(&]R(&UO<F4@9G)O;2!T:&4@;F5A<F5S
M=2!R969L96-T:79E('-U<F9A8V4NPJ @2&]W979E<BP@:6X@=&AO<V4@8V%S
M97,@=VAE<F4@86YO=&AE<B!E;&5V871I;VX@:7,@9&5E;65D(&%P<')O<')I
M871E9"P@=&AE(&QA='1E<B!S:&%L;"!B92!U=&EL:7IE9"X\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]*FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78^PJ#"H,*@26YT97)I;W(@<V]U;F0@;&5V96P@;65A
M<W5R96UE;G1S('-H86QL(&)E(&UA9&4@870@82!P;VEN="!A="!L96%S="!F
M;W5R(&9E970@9G)O;2!T:&4@=V%L;"P@8V5I;&EN9RP@;W(@9FQO;W(@;F5A
M<F5S="!T:&4@;F]I<V4@<V]U<F-E+"CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=C["H,*@PJ!#86QI8G)A=&EO;B!O9B!T:&4@<V]U;F0@;65A<W5R:6YG(&EQ
M('5I<&UE;G0@<VAA;&P@8F4@;6%D92!I;B!A8V-O<F1A;F-E('=I=&@@=&AE
M(&UA;G5F86-T=7)E<B!S('-P96-I9FEC871I;VYS(&]R('1H92!S=&%N9&%R
M9"!P<F%C=&EC97,@;V8@=&AE(&%C;W5S=&EC86P@<')O9F5S<VEO;BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(&UA<F=I;BUB;W1T;VT],3!P=#["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["
MH,*@PJ H8BG"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F
M9BX@,R\R.2\X,BXI(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^5VAE<F4@=&AE('-O=6YD(&%L;&5G960@
M=&\@8F4@;V9F96YD:6YG(&ES(&]F(&$@='EP92!O<B!C:&%R86-T97(@<V5T
M(&9O<G1H(&)E;&]W+"!T:&4@9F]L;&]W:6YG('9A;'5E<R!S:&%L;"!B92!A
M9&1E9"!T;R!T:&4@<V]U;F0@;&5V96P@;65A<W5R96UE;G0@;V8@=&AE(&]F
M9F5N9&EN9R!N;VES93H\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),,B(^/&1I=B!S='EL93TB(CX-"@D)"0D)"0DQ+L*@(,*@
MPJ#"H$5X8V5P=&!F;W(@;F]I<V4@96UA;F%T:6YG(&9R;VT@86YY(&5L96-T
M<FEC86P@=')A;G-F;W)M97(@;W(@9V%S(&UE=&5R:6YG(&%N9"!P<F5S<W5R
M92!C;VYT<F]L(&5Q=6EP;65N="!E>&ES=&EN9R!A;F0@:6YS=&%L;&5D("!R
M:6]R('1O('1H92!E9F9E8W1I=F4@9&%T92!O9B!T:&4@;W)D:6YA;F-E(&5N
M86-T:6YG('1H:7,@8VAA<'1E<BP@86YY('-T96%D>2!T;VYE('=I=&@@875D
M:6)L92!F=6YD86UE;G1A;"!F<F5Q=65N8WD@;W(@;W9E<G1O;F5S(&AA=F4@
M,C P($AZPJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(CX\9&EV('-T>6QE/2(B/@T*"0D)"0D)"3(NPJ @4F5P
M96%T960@:6UP=6QS:79E(&YO:7-E PJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(CX\9&EV('-T>6QE/2(B/@T*"0D)
M"0D)"3,NPJ @PJ#"H,*@3F]I<V4@;V-C=7)R:6YG(&UO<F4@=&AA;B U
M(&)U="!L97-S('1H86X@,34@;6EN=71E<R!I;B!A;GD@<&5R:6]D(&]F(#8P
M(&-O;G-E8W5T:79E(&UI;G5T97,@8F5T=V5E;B!T:&4@:&]U<G,@;V8@-SHP
M,"!A+FTN(&%N9" Q,#HP,"!P+FTN(&]F(&%N>2!D87G"H,*@PJ M-3PO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3HQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/CQD:78@<W1Y
M;&4](B(^#0H)"0D)"0D)-"["H"!.;VES92!O8V-U<G)I;F<@9FEV92!M
M:6YU=&5S(&]R(&QE<W,@:6X@86YY('!E<FEO9"!O9B V,"!C;VYS96-U=&EV
M92!M:6YU=&5S+"!B971W965N('1H92!H;W5R<R!O9B W.C P(&$N;2X@86YD
M(#$P.C P(' N;2X@;V8@86YY(&1A>2<*@PJ#"H"TU/"]D:78^/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#HH8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD
M960@8GD@3W)D+B!.;RX@,38Q+#4W-"P@169F+B Y+S,P+S@N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
```

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M;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@*&,IPJ#"H,*@1F]R('1H
M;W-E(&-A<V5S('=H97)E(&%N(&]B:F5C=&EO;F%B;&4@;F]I<V4@:7,@8VQE
M87)L>2!A=61I8FQE+"!B=70@=VAE<F4@=&AE(&QE=F5L(&]F(&%M8FEE;G0@
M;F]I<V4@9&]E<R!N;W0@<&5R;6ET(&1I<F5C="!Q=6%N=&%T:79E('-O=6YD
M(&QE=F5L(.* G$'B@)T@;65A<W5R96UE;G1S(&]F('1H92!O8F!E8W1I;VYA
M8FQE(&YO:7-E+"!S;W5N9"!M96%S=7)E;65N=',@;6%Y(&)E('!E<F9O<FUE
M9"!U=&EL:7II;F<@86X@;V-T879E(&)A;F0@<V]U;F0@86YA;'EZ97(@=&\@
M9&5T97)M:6YE('-O=6YD(&QE=F5L(.* G$'B@)T@;&EM:71S(&%S(&EN9&EC
M871E9"!I;B!T:&4@5&%B;&4@22!B96QO=R["H"!4:&ES('1A8FQE(&ES('5S
M960@=&\@8V]N=F5R="!T:&4@<V]U;F0@<')E<W-U<F4@;&5V96P@;65T97(@
M<F5A9&EN9W,L@:6X@9$(@9F]R(&5A8V@@8F%N9"!T;R!34$P@:6X@9$(H02D@
M9F]R(&5A8V@@8F%N9"X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^/&1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\82!N86UE/2)*1%\Q,3$N,#)4
M(B!I9#TB2D1?,3$Q+C R5"(@=&ET;&4](C$Q,2XP,E0B("\^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;##MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY404),12!)/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^3T-4059%
M($)!3D0@3D])4T4@3$E-25137#0@3$5614Q3($E.($1%0TE"14Q3(%=)5$@@
M14P@XH"<0>* G2!,604Q5,,\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/CQD:78@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/"\@1A8FQE
M(&-E;;&%S<STB3F]R;6%L+4QE=F5L(CX\=&%B;&4@8F]R9&5R/2(Q(B!C96QL
M87!S93MM87)G:6XM=&]P.C$P<'@[(&)O<F1E<BUC;VQL87!S93H@8V]L;&%P
M861D:6YG+6)O='1O;3HP.VEN+V5N=&5R.V)O<F1E<CHP(%D;&4])F]N="US:7IE
M,,# P,,# [<&%D9&EN9RUT;W W Z,"XP,VEN.V)O<F1E<BUT;W W Z,2XU<'0@<V]L
M:60@(S P,,# P,,#MP861D:6YG+7)I9VAT.C N,#-I;CMB;W)D97(M<FEG:'0Z
M,2XU<'0@<V]L:60@(S P,,# P,,#MP861D:6YG+6)O='1O;3HP+C S:6X[8F]R
M9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&-O;"!W:61T:#TB
M-C$N,S,S,S,S,S,S,S,S,V<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S
M,S,S,S,S,V<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V
M<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V<'@B(^/&-O
M;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V<'@B(^/&-O;"!W:61T:#TB
M-C$N,S,S,S,S,S,S,S,S,V<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S
M,S,S,S,S,V<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V
M<'@B(^/&-O;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V<'@B(^/&-O
M;"!W:61T:#TB-C$N,S,S,S,S,S,S,S,S,V<'@B(^/"]T86)L93X\9&EV
```

```
M(&-L87-S/2)I9G)A;64B/CQT86)L92!C96QL<W!A8VEN9STB,"(@<W1Y;&4]
M(F)O<F1E<BUC;VQL87!S93H@8V]L;&%P<V4[;6%R9VEN+71O<#HN,#(R:6X[
M;6%R9VEN+6)O='1O;3HN,#(R:6X[<&%D9&EN9RUL969T.C N,#-I;CMB;W)D
M97(M;&5F=#HQ+C5P=")!S;VQI9" C,# P,# P.W!A9&1I;F<M=&]P.C N,#-I
M;CMB;W)D97(M=&]P.C$N-7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUR:6=H
M=#HP+C S:6X[8F]R9&5R+7)I9VAT.C$N-7!T('-O;&ED(",P,# P,# [<&%D
M9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@
M(S P,# P,#LB/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S-G!X(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S
M,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S-G!X(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S
M,S,S-G!X(B O/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P
M,# P.R(^/&1I=CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/E-O=6YD($QE=F5L/"]S<&%N/CPO9&EV/CPO=&0^/'1D(&-O
M;'-P86X](CDB('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M
M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CYB
M:78^/&1I=CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/D)E;F-H;6%R:R!T97-T(&-O;G-I<W1S(&]F(')U;FYI;F<@82 N
M<&%N/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M(%-O=6YD($QE=F5L+"!!=F5R86=E(%-O=6YD($QE=F5L+"!-87AI;75M(%-O
M=&5R.V1I<W!L87DZ(&EN;&EN93LB/D)E;F-H;6%R:R!T97-T(&-O;G-I<W1S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CYA;&P@;V8@=&AE(&)E;F-H;6%R:R!T97-T<R!D97-C<FEB960@86)O
M=F4N/"]S<&%N/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#LB/CQD:78^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R
M+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(C[B@)Q!XH"=/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP
M861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R+6)O='1O;3HQ+C5P="!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXS,2XU/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV,SPO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CPO='(^/'1R/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP
M-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[
M<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED
M(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP-6EN.V)O<F1E<BUB;W1T;VTZ
M,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z;F]R;6%L
M.V9O;G0M<W1Y;&4Z;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ:6YL:6YE.R(^,3(U+C@\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.W!A9&1I;F<M8F]T=&]M
M.C R,FEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD
```

```
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXR-3 \+W-P86X^/"]D:78^
M/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,# P
M.W!A9&1I;F<M8F]T=&]M.C N,#-I;CMB;W)D97(M8F]T=&]M.C$N-7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C4P,#PO<W!A;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN
M.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,3 P,#PO<W!A;CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D
M9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@
M(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([
M(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^,C P,#PO<W!A;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB
M;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# P,#PO<W!A;CX\+V1I=CX\+W1D/CQT
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUB;W1T
M;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# P,#PO
M<W!A;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F
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M=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P
M,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^.# P,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^
M/"1R/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,U/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-3@\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C0R/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
```

```
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([[(CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S4\+W-P86X^/"]D
M:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=="!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=="!S;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS
M,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C(Y/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=="!S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P=="!S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([[(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C8\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P=="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P=="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXR,SPO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C(P
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/"1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=B!S='EL
M93TB=&5X="UA;&EG;CIR:6=H=#LB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXQ.3PO<W!A;CXO9&EV/CPO=&0^/'1D
M(&]N93MD:7-P;&%Y.B!I;FQI;F4[(CX\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXQ.3PO<W!A;CX\+W-P86X^
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4T/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-#8\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIR:6=H=#LB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M:7-P;&%Y.B!I;FQI;F4[(CXT,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,W/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X=")UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S0\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXS,3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/C(X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D
M('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W
M-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M=")S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S
M='EL93TB=&5X=")UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C4\+W-P86X^/"]D:78^/"]D
M:78^/"]T9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXT-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S=&EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6)O=')1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9F]N="US=')'EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/C8T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T
M>6QE/2)P861D:6YG+6QE9G0Z+C R,FEN.W!A9&1I;F<M<FEG:'0Z+C R,FEN
M.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=CX@<W1Y;
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S=&EL93TB9F]N="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3@\+W-P86X^/"]D:78^/"]D:78^
M/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR
M:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M
M+BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUB
M;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,# P.R(^/&1I
M=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXU,SPO<W!A;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"!S=&EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F
M=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P
M,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=')'EL93H@
M;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/C0U/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C R,FEN.W!A9&1I;F<M<FEG:'0Z+C R,FEN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
```

```
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-#(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS.3PO<W!A;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,W/"]S<&%N/C\O
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M,S,\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXS,"\<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C(\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXQ,3PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C$U
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^,S(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=&EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A
M9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+710<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C<\
M+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S
M;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CXV,3PO<W!A;CX\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+710<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E
M>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N
M;W)M86P[9F]N="US=&EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/C4U/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^
M/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z
M+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R
M:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M
M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P
M,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3 \+W-P86X^/"]D:78^
M/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXT-SPO
M<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C0T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^-#$\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS.#PO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,U/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW,#PO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8T/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W
M-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP
M861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL
M969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@
M(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([
M(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^-C \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I
M;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT
M;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT
M.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L
M:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CXU-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S
M='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I
M;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O
M<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y
M;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4R/"]S<&%N/CPO9&EV/CPO9&EV
M/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M
M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#D\+W-P86X^
M/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T(&-O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7!T(&-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXT-CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,#MB;W)D97(M<FEG:'0Z,7!T
M,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/C0S/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN
M.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^
M/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR
M:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M
M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB
M;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I
M=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS-SPO<W!A;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US=')EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C<S/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=')S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C@\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV-#PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=')EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8P
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=')S;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-3<\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=')EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8P
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-3<\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(CXU-#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D
M/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4]('G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]('F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4Q/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A
M9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#@\
M+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S
M;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CXT-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]('1E
M>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]('F9O;G0M=V5I9VAT.B!N
M;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/C8U/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^
M/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z
M+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R
M:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P
M,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-S8\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXW,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/C8X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D
M('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W
M-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C4\+W-P86X^/"]D:78^/"]D
M:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN
M9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T
M=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^
M/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV,CPO<W!A
M;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP
M-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[
M<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED
M(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R
M.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/C4Y/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D
M:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M
M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P
M,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H
M=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^-38\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXU,SPO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-S \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW,3PO<W!A;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
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M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=&EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C<V/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-S,\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXW,#PO<W!A;CX\+W-P86X^/"]D:78^/"]D:78^/"]T9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C0\+W-P86X^/"]D
M:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P
```

```
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV
M,3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O=')O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C4X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-65N+W!A9&1I;F<M<FEG:'0Z+C W-65N.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M=&5X=")UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW-3PO
M<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C@T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR
```

```
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^.#$\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T(&-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T(&-O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW.#PO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T(&-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T(&-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C<U/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-S(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T(&-O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T(&-O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!I;FQI;F4[(CXV.3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T(&-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T(&-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8V/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C,\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.G)I9VAT
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXV,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
MPJ#"H"AD*<*@PJ#"H$9O<B!T:&]S92!C87-E<R!W:&5R92!A('-O=6YD(&QE
M=F5L(&UE87-U<F5M96YT(&AA<R!B965N(&UA9&4@<'5R<W5A;G0@=&\@=&AE
M('!R;W9I<VEO;G,@;V8@=&AI<R!C:&%P=&5R(&%N9"!T=V\@;W(@;6]R92!P
M<F]V:7-I;VYS(&]F('1H:7,@8VAA<'1E<B!A<'!L>2P@=&AE('!R;W9I<VEO
M;B!E<W1A8FQI<VAI;F<@=&AE(&QO=V5R(&QO=V5S="!N;VES92!L979E;"!E
M;"!P@<F5S<&5C=&EV96QY+"!S:&%L;"!B92!U<V5D+B \<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!9&1E9"!B>2!/<F0N
M($$YO+B Q-38L(%8S+"!%9F8N(#,O,CDO,#(N*3PO<W!A;CX\+W1D/CPO=');
M=CX\9&EV(&-L87-S/2)P87)A9W)A<&@B/CQD:78@<W1Y;&4](FUA<F=I;BUL
M969T.C!I;CMT97AT+6EN9&5N=#HP:6X[(CX\8G(@+SX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2)P87)A9W)A<&@B/CQD:78@<W1Y;&4](FUA<F=I;BUL969T
M.C!I;CMT97AT+6EN9&5N=#HP:6X[(CX\8G(@+SX\+V1I=CX\+V1I=CX\9&EV
M:6]N(CX\9&EV/CQA(&YA;64](E]4;V,T-S,S-C<S,C(B/CPO83X\+V1I=CX\
M(B!T:71L93TB4V5C=&EO;B Y+C0P+C Y,"X@(%!R;W!E<G1Y(&QI;F4@<&5R
M0DE%%3E0@3D])4T4@3$5614Q3+B(^/"]D:78^/&1I=B!C;&%S<STB<W5B<V5C
M=&EO;B(^/&1I=B!C;&%S<STB<&%R86=R87!H(CX\9&EV('-T>6QE/2)M87)G
M:6XM;&5F=#HP:6X[=&5X="UI;F1E;G0Z,&EN.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXY+C0P+C Y,"X\+W-P86X^
M+#\,V+RP@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M/3$$P<'0@8B]L*@/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M(CX\9&EV/L*@PJ#"H%=H97)E('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&ES
M(&QE<W,@=&AA;B!T:&4@<')E<W5M960@86UB:65N=&"!N;VES92!L979E;"!D
M97-I9VYA=&5D(&EN("1H:7,@<V5C=&EO;BP@=&AE("!R97-U;65D(&%M8FEE
M;G0@;F]I<V4@;&5V96P@:6X@=&AI<R!S96-T:6]N('-H86QL(&)E(&1E96UE
M9"!T;R!B92!T:&4@;6EN:6UU;2!A;6)I96YT(&YO:7-E(&QE=F5L(&9O<B!P
M=7)P;W-E<R!O9B!T:&ES(&-H87!T97(N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/CQD:78@<W1Y;&4]*G1E>'0M86QI9VXZ8V5N=&5R.R(^/&$@;F%M93TB
M2D1?,3$Q+C S5"(@:60](DI$7S$Q,2XP,U0B('1I=&QE/2(Q,3$N,#-4(B O
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M5$%"3$4@24D\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/CQD:78@<W1Y;&4]*G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4]*F9O;G0M=5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY33U5.1"!,159%3"!(3$E-5$E3(#PO<W!A;CX\+V1I=CX\+V1I=CX\
M/CPO9&EV/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=CX\=&%B;&4@<W1Y;&4](F)O<F1E<BUC;VQL87!S93H@8V]L;&%P<V4[
M(&)O<F1E<BUS<&%C:6YG.B P.R!B;W)D97(Z(#%P>"!S;VQI9"!B;&%C:SLB
M/CQT8F]D>3X\='(^/'1D('-T>6QE/2)V97)T:6-A;"UA;&EG;CH@=&]P.R!B
M;W)D97(M;&5F=#H@;F]N93L@8F]R9&5R+7)I9VAT.B!N;VYE.R!P861D:6YG
M.B P.R!W:61T:#H@-C@E.R(^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/CQD:78@<W1Y;&4]*G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY-87AI;75M('-O
M=6YD(&QE=F5L+"!D0G O+D$@;&5V96P\+W-P86X^/"]D:78^/"]D:78^/"]D
M:78^/"]T9#X\=&0@<W1Y;&4](G9E<G1I8V%L+6%L:6=N.B!T;W`[(&)O<F1E
M<BUL969T.B`Q<'@@<V]L:60@8FQA8VL[(&)O<F1E<BUR:6=H=#H@;F]N93L@
M<&%D9&EN9SH@,#L@=VED=&@Z(#,R)3LB/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M/CQT9"!S='EL93TB<&%D9&EN9RUL969T.B!X<'0[(&-O;&]R.B!B;&%C:SLB
M/CQT9"!S='EL93TB<&%D9&EN9RUL969T.B!X<'0[(&-O;&]R.B!B;&%C:SLB
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^4%)%4U-%-"140@04U"245.5"!.3TE312!,159%3" H9$(H02DI
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/"1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-EN.W!A9&1I;F<M<FEG:'0Z+C W-EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+71O<#HP+C S:6X[8F]R
M9&5R+71O<#HP<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S
M:6X[8F]R9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/EI/
M3D4\+W-P86X^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.W!A9&1I;F<M=&]P.C N,#-I;CMB;W)D97(M=&]P.C$N-7!T
M.C$N-7!T('-O;&ED(",P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M;&EG;
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY$05D\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.W!A9&1I;F<M=&]P.C N
M,#-I;CMB;W)D97(M=&]P.C N,#-I;CMB;W)D97(M=&]P.C$N-7!T('-O;&ED(",P
M,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY.
M;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M<#HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P="!S;VQI9" C,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+71O<#HP+C S:6X[8F]R
M9&5R+71O<#HP<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S
M:6X[8F]R9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
```

```
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY!,2P@03(L(%)!+"!212P@4E,L
M(%)$+"!25S$L(%)7,BP@4C$L(%(R+"!2,RP@4C0L(&%N9"!2-3PO<W!A;CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=" !S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P=" !S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\+W1R/CQT<CX\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P=" !S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P=" !S;VQI9" C,# P,# P.R(^/&1I=B!S='EL93TB
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4"P@4$$L
M($-2+"!#,2P@0S$L($-2+"!#,2P@86YD($--/"]S<&%N/CPO9&EV/CPO9&EV
M/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M
M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P=" !S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=" !S;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C \+W-P86X^
M/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=" !S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIL969T.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E8O;G0M=V5I9VAT.B!N;W)M
```

```
M(CXU-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^/'1R/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY-,2P@35(Q+"!A
M;F0@35(R/"]S<&%N/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=" @<V]L:60@(S P,# P,#MB;W)D
M,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8U/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/"]T<CX\+W1A8FQE/CPO9&EV/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@070@=&AE(&)O=6YD87)Y(&QI;F4@
M8F5T=V5E;B!T=V\@>F]N97,L('1H92!P<F5S=6UE9"!A;6)I96YT(&YO:7-E
M(&QE=F5L(&]F('1H92!Q=6EE=&5R('!O;F4@<VAA;&P@8F4@=7-E9"X\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q,2XP-"XB(&ED/2)*1%\Q
M,3$N,#0N(B!T:71L93TB,3$Q+C T+B(@+SY314,N(#$$Q,2XP-"["H"!624],
M051)3TY3.L*@($%$1E424].04P@4D5-141)15,L($E.2E5.0U1)3TY3+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,],](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!<R!A;B!A9&1I=&EO;F%L
M(')E;65D>2P@=&AE(&]P97)A=&EO;B!O<B!M86EN=&5N86YC92!O9B!A;GD@
M9&5V:6-E+"!I;G-T<G5M96YT+"!V96AI8VQE+"!O<B!M86-H:6YE<GD@:6X@
M=FEO;&%T:6]N(&]F(&%N>2!P<F]V:7-I;VX@;V8@=&AI<R!C:&%P=&5R+"!W
M:&EC:"!O<&5R871I;VX@;W(@;6%I;G1E;F%N8V4@8V%U<V5S(&1I<V-O;69O
M<G0@;W(@86YN;WEA;F-E('1O('!E<G-O;F8@;&4@<&5R<V]N<R!O<B!W:&EC
M:"!E;F1A;F=E<G,@=&AE(&-O;69O<G0L(')E<&]S92P@:&5A;'1H+"!O<B!P
M96%C92!O9B!R97-I9&5N=',L(&%N=&AE<B96$L('-H86QL(&)E(&1E96UE
M9"!A;F0@:7,@9&5C;&%R960@=&\@8F4@82!P=6)L:6,@;G5I<V%N8V4@86YD
M(&UA>2!B92!S=6)J96-T('1O(&%B871E;65N="!S=6UM87)I;'D@8GD@82!R
M97-T<F%I;FEN9R!O<F1E<B!O<B!I;FIU;F-T:6]N(&ES<W5E9"!B>2!A(&-O
M=7)T(&]R(&-O;7!E=&5N="!J=7)I<V1I8W1I;VXN(#QS<&%N(&-L87-S/2(-T
M>6QE/2)F;VYT+7=E:6=H=#HH@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@
M8GD@3W)D+B!.;RX@,34V+#,L(%-E8W1I;VX@.3 Q+"!E9F9E8W1I=F4@-"\Q
M,"\Q."XI/"]S<&%N/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(W(B O
M/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD:78^/&$@;F%M93TB2D1?,3$Q+C U
M+B(@:60](DI$7S$Q,2XP-2(@=&ET;&4](C$Q,2XP-2(@+SY314,N(#$Q,2XP
M-2["H"!)3E-4(%!%4BU33$5#5$E/3E,N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ#"H,*@/'-P86X@<W1Y;&5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH061D960@8GD@3W)D+B!.;RX@,34V
M+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@/PJ#"H"AA*<*@/PJ#"H%1H92!$97!A<G1M96YT(&]F($)U:6QD
M:6YG(&%N9"!3869E='D@<VAA;&P@:&%V92!T:&4@<&]W97(@86YD(&1U='D@
M=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG(&YO:7-E(&-O;G1R;VP@<')O=FES
M:6]N<R!O9B!T:&ES($-O9&4Z(%-E8W1I;VX@,3(N,31!+38H:"DL(%-E8W1I
M;VX@,3(N,3E!+30H8BDH,2DL(%-E8W1I;VX@,3$R+C R(&%N9"!396-T:6]N
M(#$Q,BXP+"AC*2["H" \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$$W,BPP.#8L($5F
M9BX@-R\S,"\Y."XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["
MH,*@PJ H8BG"H,*@PJ!4:&4@4&]L:6-E($1E<&%R=&UE;G0@<VAA;&P@:&%V
M92!T:&4@<&]W97(@86YD(&1U='D@=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG
M(&YO:7-E(&-O;G1R;VP@<')O=FES:6]N<R!O9B!T:&ES($-O9&4Z(%-E8W1I
M;VX@-#$N,S(L(%-E8W1I;VX@-#$N-# L(%-E8W1I;VX@-#$N-#(L(%-E8W1I
M;VX@-#$N-#0L(%-E8W1I;VX@-#$N-3<L(%-E8W1I;VX@-C,N-3$H;2DL(%-E
M8W1I;VX@,3$R+C Q+"!396-T:6]N(#$Q,BXP-"P@4V5C=&EO;B!Q,3(N,#4L
M(%-E8W1I;VX@,3$R+C V+"!396-T:6]N(#$Q,RXP,2P@4V5C=&EO;B!Q,30N
M,#$@=&AR;W5G:"!396-T:6]N(#$Q-"XP-2P@:6YC;'5S:79E+"!396-T:6]N
M(#$Q-2XP,BP@86YD(%-E8W1I;VX@,3$V+C Q+B \<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@
M3F\N(#$V,2PU-S0L($5F9BX@.2\X+S@V+BD\+W-P86X^/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM
M8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV/L*@/PJ#"H"AC*<*@/PJ#"H$%N>2!O9&9I8V5R(&]R(&5M
M<&QO>65E(&]F(&%N>2!D97!A<G1M96YT(&]R(&%G96YC>2!O9B!T:&4@8VET
M>2!W:&\@:&%S(&)E96X@9&5S:6=N871E9"!B>2!T:&4@:&5A9"!O9B!S=6-H
M(&1E<&%R=&UE;G0@;W(@86=E;F-Y(&%S(&AA=FEN9R!T:&4@<F5S<&]N<VEB
M:6QI='D@9F]R(&5N9F]R8VEN9R!A;GD@<')O=FES:6]N(&]F(&$@3F]I<V4@
M0V]N=')O;"!/<F1I;F%N8V4@;V8@=&AE($-I='D@86YD($-O=6YT>2!O9B!3
M86X@1G)A;F-I<V-O(&UA>2!I<W-U92!A(&-I=&%T:6]N(&9O<B!V:6]L871I
M;VX@;V8@=&AE('!R;W9I<VEO;B!T:&%T('-U8V@@9&5P87)T;65N="!O<B!A
M9V5N8WD@:&%S(&)E96X@9&5S:6=N871E9"!T;R!E;F9O<F-E+B!I;B!A8V-O
M<F1A;F-E('=I=&@@=&AE('!R;V-E9'5R97,@<V5T(&9O<G1H(&EN($-H87!T
M97(@.3!!(&]F('1H:7,@0V]D92P@87,@=V5L;"!A<R!U;F1E<B!A;GD@;W1H
M97(@<')O=FES:6]N(&]F(&QA=RX@36%Y;W(G<R!/9F9I8V4@;V8@5V]R:V9O
M;6ES92!T;R!A<'!E87(@<VAA;&P@8F4@87!P;&EC86)L92!T;R!A<G)E<W1S
M(&%U=&AO<FEZ960@:&5R96EN+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@
M8VQA<W,](D%R=&EC;&4B/CQD:78^/&$@;F%M93TB2D1170S$Q03(B(&ED/2)*
M1%]#,3%!,B(@=&ET;&4](D,Q,4$R(B O/D%25$E#3$4@,CQB<B O/E-014-)
M04P@3D])4T4@4T]54D-%4SPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/E-E8W1I
M;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](D%N86QY<VES(CXQ,3(N,#""H,*@PJ!2861I;W,L(%1E;&5V:7-I
M;VX@4V5T<RP@86YD(%-I;6EL87(@1&5V:6-E<RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ
M,3(N,#+"H,*@PJ!!:7(@0V]N9&ET:6]N:6YG+"!2969R:6=E<F%T:6]N+"!(
M96%T:6YG+"!0=6UP:6YG+"!&:6QT97)I;F<@17%U:7!M96YT+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA
M;'ES:7,B/C$Q,BXP,\*@PJ!#"H$-O;G-T<G5C=&EO;B!.;VES92X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,3(N,#3"H,*@PJ!0;W=E<F5D($5Q=6EP;65N="!);G1E;F1E
M9"!F;W(@4F5P971I=&EV92!5<V4@:6X@4F5S:61E;G1I86P@07)E87,L(&86YD
M($]T:&5R($UA8VAI;F5R>2P@17%U:7!M96YT+"!A;F0@1&5V:6-E<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#7"H,*@PJ!-87AI;75M($$YO:7-E(&$QE=F5L(&]F
M(%!O=V5R960@17%U:7!M96YT(&]R(%!O=V5R960@2&%N9"!4;V]L<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#;"H,*@PJ!0;&%C97,L(&;V8@4'5B;&EC($$5N=&5R
M=&%I;FUE;G0N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/"]D:78^/"]D:78^/-P86X@9&5P=&@](C8B
M("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%]#,3(N
M,#$N(B!I9#TB2D1?,3(N,$R+C Q+B(@=&ET;&4](C$R+C Q(B("\^4T5#5$E/3B Q
M,3(N,#$@4D%$24]3+"!414Q%5DE324]..(%-%5%,L($%.1"!324U)3$%2($1%
M($1%5DE#15,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IB;VQD.R(^
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[(&9O;G0M
M>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,2P@169F
M+B S+S(P+S$Y-C$N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@
MPJ#"H"AA*<*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N('=I=&AI;B!A;GD@>F]N92!O9B!T:&4@0VET>2!T;R!U<V4@;W(@;W!E
M<F%T92!A;GD@<F%D:6\L(&UU<VEC86P@:6YS=')U;65N="P@<&AO;F]G<F%P
M:"P@=&5L979I<VEO;B!R96-E:79E<BP@;W(@;W1H97(@;6%C:&EN92!O<B!D
M979I8V4@9F]R('1H92!P<F]D=6-I;F<L(')E<')O9'5C:6YG(&]R(&%M<&QI
M9FEC871I;VX@;V8@=&AE(&AU;6%N('9O:6-E+"!M=7-I8RP@;W(@86YY(&]T
M:&5R('-O=6YD+"!I;B!S=6-H(&$@;6%N;F5R+"!A<R!T;R!D:7-T=7)B('1H
M92!P96%C92P@<75I970L(&%N9"!C;VUF;W)T(&]F(&YE:6=H8F]R(&]C8W5P
M86YT<R!O<B!A;GD@<F5A<V]N86)L92!P97)S;VX@<F5S:61I;F<@;W(@=V]R
M:VEN9R!I;B!T:&4@87)E82X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#"H,*@06YY(&YO:7-E(&QE=F5L(&-A=7-E9"!B>2!S=6-H('5S
M92!O<B!O<&5R871I;VX@=VAI8V@@@:7,@875D:6)L92!T;R!T:&4@:'5M86X@
M96%R(&%T(&$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#$U,"!F965T(&9R;VT@
M=&AE('!R;W!E<G1Y(&QI;F4@;V8@=&AE(&YO:7-E('-O=7)C92P@=VET:&EN
M(&%N>2!R97-I9&5N=&EA;"!Z;VYE(&]F('1H92!#:71Y(&]R('=I=&AI;B B U
M,# @9F5E="!T:&5R96]F+"!S:&%L;"!B92!A('9I;VQA=&EO;B!O9B!T:&4@
M<')O=FES:6]N<R!O9B!T:&ES('-E8W1I;VXN/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H"AC*<*@PJ#"H$%N>2!N;VES92!L979E;"!C875S960@
M8GD@<W5C:"!U<V4@;W(@;W!E<F%T:6]N('=H:6-H(&5X8V5E9',@=&AE(&%M
M8FEE;G0@;F]I<V4@;&5V96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<F]P97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A
M<G1M96YT(&AO=7-E+"!D=7!L97@L(&]R(&%T=&%C:&5D(&)U<VEN97-S+"!W
M:71H:6X@86YY(&%D:F]I;FEN9R!U;FET+"!B>2!M;W)E('1H86X@9FEV92 H
M-2D@9&5C:6)E;',L(&%N9"!I;F8@;VYE(&%N>2!R96-I9&5N=&EA;"!Z;VYE
M<VEO;G,@;V8@=&AI<R!S96-T:6]N+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HP.S!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3HP.S!T(C["H#PO9&EV/CPO9&EV/CQS
M<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD:78^/&$@
M;F%M93TB2D1?,3$R+C R+B(@:60](DI$7S$Q,BXP,BXB('1I=&QE/2(Q,BXP,B(N
M,#(N(B O/E-%0RX@,3$R+C R+L*@($%)4B!#3TY$251)3TY)3D<L(%1%05,@
M1T52051)3TXL($A%051)3D<L(%9%3E1)3$%424Y'+"!!3D0@1$5(54U)1$E&
M3E0N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IB;VQD(CY";&]W97)S
M>6QE.B!N;W)M86P[(&9O;G0M=V5I9VAT.FYO<FUA;#LI('1E>'0M=&5X='1H
M:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+"!S+B S+"!S(&$@+S(N
M+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
```

```
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H"AA
M*<*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N+"!W
M:71H:6X@86YY('IO;F4@;V8@=&AE(&-I='D@=&\@;W!E<F%T92!A;GD@86ER
M(&-O;F1I=&EO;FEN9RP@<F5F<FEG97)A=&EO;B!O<B!H96%T:6YG(&5Q=6EP
M;65N="!F;W(@86YY(')E<VED96YC92!O<B!O=&AE<B!S=')U8W1U<F4@;W(@
M=&\@;W!E<F%T92!A;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&]R(&AE871I;F<@
M97%U:7!M96YT(&9O<B!A;GD@<&]O;"!O<B!R97-E<G9O:7(@:6X@<W5C:"!M
M86YN97(@87,@=&\@8W)E871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S
M92!T:&4@;F]I<V4@;&5V96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<F]P97)T>2!O<B!I9B!A(&-O;F1O;6EN:75M+"!A<&%R
M=&UE;G0@:&]U<V4L(&1U<&QE>"P@;W(@871T86-H960@8G5S:6YE<W,L(')=I
M=&AI;B!A;GD@861J;VEN:6YG('5N:70N70N=&\@97AC965D('1H92!A;6)I96YT
M(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F:79E("@U*2!D96-I8F5L<SPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](&YO<FUA;"UL979E;"!C;&%S<STB3F]R
M93TB;6%L+6EV96PB/CQD:78^/&1I=C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](&YO<FUA;"UL979E;"!C;&%S<STB3F]R;6%L+6EV96PB/CQD:78^PJ H
M*<*@PJ#"H,*@PJ H8BG"H,*@PJ!4:&ES('-E8W1I;VX@<VAA;&P@;F]T(&%P
M<&QY('1O(&%N>2!O=&AE<B!O8V-U<&EE9"!P<F]P97)T>2!O<B!I9B!A(&-O
M;F1O;6EN:75M+"!A<&%R=&UE;G0@:&]U<V4L(&1U<&QE>"P@;W(@871T86-H
M<FL@87,@9&5F:6YE9"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@
M9&5F:6YE9"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@9FEL=&5R
M;V8@<W5C:"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@9FEL=&5R
M9&EV/CPO9&EV/CQD:78@8VQA<W,](&YO<FUA;"UL979E;"!C;&%S<STB3F]R
M93TB;6%L+6EV96PB/CQD:78^/&1I=C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](&YO<FUA;"UL979E;"!C;&%S<STB3F]R;6%L+6EV96PB/CQD:78^PJ H
M;V8@<W5C:"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@9FEL=&5R
M;G1A:6X@:6X@<W5C:"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@
M=&AE(&-O;F1I=&EO;FEN9RP@<F5F<FEG97)A=&EO;B!O<B!H96%T:6YG(&5Q
M;G0@<W5C:"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@9FEL=&5R
M9&5F:6YE9"!I;B!#:'!T97(@,S(N,#(N,C`S('1H:7,@8V]D92P@9FEL=&5R
M=&AI;B!A;GD@<&%R=&UE;G0@:&]U<V4L(&1U<&QE>"P@;W(@871T86-H960@
M8G5S:6YE<W,L(&%N>2!O=&AE<B!S=')U8W1U<F4@;W(@=&\@;W!E<F%T92!A
M;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&]R(&AE871I;F<@97%U:7!M96YT(&9O
M<B!A;GD@<&]O;"!O<B!R97-E<G9O:7(@:6X@<W5C:"!M86YN97(@87,@=&\@
M8W)E871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S92!T:&4@;F]I<V4@
M;&5V96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O=&AE<B!O8V-U<&EE9"!P
M<F]P97)T>2!O<B!I9B!A(&-O;F1O;6EN:75M+"!A<&%R=&UE;G0@:&]U<V4L
M(&1U<&QE>"P@;W(@871T86-H960@8G5S:6YE<W,L(&%N>2!O=&AE<B!S=')U
M8W1U<F4@;W(@=&\@;W!E<F%T92!A;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&]R
M(&AE871I;F<@97%U:7!M96YT(&9O<B!A;GD@<&]O;"!O<B!R97-E<G9O:7(@
M:6X@<W5C:"!M86YN97(@87,@=&\@8W)E871E(&%N>2!N;VES92!W:&EC:"!W
M1"!&3U(@4D50151)5$E612!54T4@24X@4D53241%3E1)04P@05)%05,@04Y$
M($]42$52($U!0TA)3D5262P@15%525!-14Y4+"!!3D0@1$5624-%4RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH
M5&ET;&4@86YD(%-E8W1I;VX@06UE;F1E9"!B>2!/<F0N($YO+B Q-C$L-3<T
M+"!%9F8@.2\X+S@V+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H"AA*<*@PJ#"H$)E='=E96X@=&AE(&AO=7)S(&]F(#$P.C P(' N
M;2!A;F0N(#<Z,# @82YM+B!O9B!T:&4@9F]L;&]W:6YG(&1A>2P@;F\@<&5R
M<V]N('-H86QL(&]P97)A=&4@86YY(&QA=VYM;W=E<BP@<&]W97(L(&)A8VMP
M;W=E<BP@;&%W;B!E9&=E<BP@<FED:6YG('1R86-T;W(L(&]R(&%N>2!O=&AE
M<B!M86-H:6YE<GDL(&5Q=6EP;65N="P@;W(@;W1H97(@;65C:&%N:6-A;"!O
M<B!E;&5C=')I8V%L(&1E=FEC92P@;W(@86YY(&AA;F0@=&]O;"!W:&EC:"!C
M<F5A=&5S(&$@;&]U9"P@<F5V97)B97)A=&EN9R!O<B!I;7!U;'-I=F4@;F]I
M<V4@=VAI8V@@<F5S:61E;G1I86P@>F]N92!O<B!W:71H:6X@-3 P(&9E970@
M;V8@82!R97-I9&5N8V4N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"
MH"AB*<*@PJ#"H$5X8V5P="!A<R!P97)M:71T960@:6X@=&AI<R!C:&%P=&5R
M871I;VYS('-P96-I9FEE9"!I;B!T:&ES(&-H87!T97(@9&%Y(&)E('!E<F9O
M<FUE9"!B>2!A;GD@<V5R=FEC92!A9V5N8WD@;W(@9V]V97)N;65N=&%L(&5N
M=&ET>2!O=7-I9&4@;VYL>2!D=7)I;F<@=&AE(&AO=7)S(&]F(#<Z,# @82YM
M+B!A;F0@-3HP,"!P+FTN($UO;F1A>2!T:')O=6=H($9R:61A>2!O<B!D=7)I
M;F<@=&AE(&AO=7)S(&]F(#@Z,# @82YM+B!A;F0@-3HP,"!P+FTN(%-A='5R
M9&%Y+"!A;F0@:&]U<G,@;V8@.3HP,"!A+FTN(&%N9"!O9B!S=6YD87D@;W(@
M8V]L;&ED87ES(&YO="!E>&-E961I;F<@=&AE(&QI;6ET<R!O9B!#:&%P=&5R
M('1H86X@9FEV92 H-2D@9&5C:6)E;',N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H"AC*<*@PJ#"H$YO='=I=&AS=&%N9&EN9R!A;GD@;W1H97(@
M:6]N<R!O9B!T:&ES(&-H87!T97(L(&YE:71H97(@=&AE(&EN9&EV:61U86QS
M8FQO=V5R('-H86QL(&)E('5S960@=&AE(&YE:6=H8F]R:&]O9"!O9B!A;GD@
M:61E;F-E(&%T(&%N>71I;64NPJ @0F]T:"!T:&4@=7-E<B!O9B!S=6-H(&$@
M8FQO=V5R(&%S('=E;&P@87,@=&AE(&EN9&EV:61U86P@=VAO(&-O;G1R86-T
M960@9F]R('1H92!S97)V:6-E<R!O9B!T:&4@=7-E<BP@:68@86YY+"!S:&%L
M;"!B92!S=6)J96-T('1O('1H92!R97%U:7)E;65N=',@;V8@86YD('!E;F%L
M='D@<')O=FES:6]N<R!F;W(@=&AI<R!O<F1I;F%N8V4NPJ @5FEO;&%T:6]N
M(&]F('1H92!P<F]V:7-I;VYS(&]F('1H:7,@<W5B<V5C=&EO;B!S:&%L;"!B
M92!P=6YI<VAA8FQE(&%S(&%N(&EN9G)A8W1I;VX@:6X@86X@86UO=6YT(&YO
M="!T;R!E>&-E960@3VYE($AU;F1R960@1&]L;&%R<R H)#$P,"XP,"DL(&YO
M='=I=&AS=&%N9&EN9R!T:&4@9W)A9'5A=&5D(&9I;F5S('-E="!F;W)T:"!I
M;B!,+D$N32Y#+B B#"IR Q,2XP,"AM*2X@/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CX@*$%M96YD960@8GD@3W)D+B!!.;RX@
M,3<Q+#@Y,"P@169F+B R+S$S+SDX+BD\+W-P86X^/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/-P86X@9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^
M/&1I=CX\82!N86UE/2)*1%%\Q,3(N,#4N B!I9#TB2D1163'1?,3$R+C U+B(@=&ET
M;&4](C$R+C U+B!.3TE312!214=53$%424].4R(^/"]H,B!.3TE312!214=53$%424].4R(^/"]H,3
M3%,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X=%UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*$$M96YD960@8GD@3W)D+B!!.;RX@,38Q+#@Y,"P@169F+B Y+S@O
M.#8N*3PO<W!A;CX\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I=B!C;&%S
M96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P=#L](CX^PJ \+V1I=CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P=#L](CX^PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E
M=V5E;B!T:&4@:&]U<G,@;V8@-SHP,"!P+FTN(&%N9" W.C P(&$N;2XL(&%N
M;B!A;GD@<F5S:61E;G1I86P@9&ES=')I8W0@=&AE(&]P97)A=&EO;B!O9B!A
M;3 P(&9E970@;V8@86YY(&1W96QL:6YG('!L86-E9"!O<B!U<V5D(&EN(&%N
M;'E%U<V4@=&\@8F4@<')O9'5C960@86YY('!O=5R960@97%U:7!M96YT(&]R
M('!O=5R960@:&%N9"!T;V]L<R!O9'5C97,L@82!M87AI;75M(&YO
M:7-E(&QE=F5L(&5X8V5E9&EN9R!T:&4@9F]L;&]W:6YG(&QI;6ET<SH\+V1I
M<R!A="!A;&1I<W1A;F-E(&]F(#4P(&9E970@;V8@86YY(&1W96QL:6YG(&]F(&-O
M;&EF;W)N:6$@<&QA8V4N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M;F%L(&1I<W1I;F-T(&]F(&YO:7-E(&QE=F5L<R!A;&QO=V5D(&)Y('1H92!C
M;VYT<F]L(&]F(&YO:7-E+B @3F]T;VYL>2!A('!R;W9I<VEO;B!F;W(@
M3F5W($)U<VEN97-S+BA:O('1H:7,@<W5B<V5C=&EO;CH\+V1I=CX\+V1I=CX\
M;W5N9"!L979E;"!A="!A(&1I<W1A;F-E(&]F(#4P(&9E970@;V8@82!D=V5L
M;&EN9R!U;FET+B!4:&4@86UB:65N="!S;W5N9"!L979E;"!S:&%L;"!B92!M
M96%S=7)E9"!A="!T:&4@;W!E<F%T:6]N(&]F('-U8V@@97%U:7!M96YT+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3HQ,'!T(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M.C$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M.C$P<'0B/L*@PJ#"H#QS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X=%UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$$M
M96YD960@8GD@3W)D+B!!.;RX@,38Q+#@Y,"P@169F+B Y+S@O.#8N*3PO<W!A
M;CX\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
```

```
M<&%V96UE;G0@8G)E86ME<G,L(&-O;7!R97-S;W)S(&%N9"!P;F5U;6%T:6,@
M;W(@;W1H97(@<&]W97)E9"!E<75I<&UE;G0[/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"H,*@-S5D0BA!*2!F;W(@
M<&]W97)E9"!E<75I<&UE;G0@;V8@,C @2% @;W(@;&5S<R!I;G1E;F1E9"!F
M;W(@:6YF<F5Q=65N="!U<V4@:6X@<F5S:61E;G1I86P@87)E87,L(&EN8VQU
M9&EN9R!C:&%I;B!S87=S+"!L;V<@8VAI<'!E<G,@86YD('!O=V5R960@:&%N
M9"!T;V]L<SL\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ H8RG"H,*@PJ V-61"*$$I(&9O<B!P;W=E<F5D(&5Q=6EP;65N="!I
M;G1E;F1E9"!F;W(@<F5P971I=&EV92!U<V4@:6X@<F5S:61E;G1I86P@87)E
M87,L(&EN8VQU9&EN9R!L87=N(&UO=V5R<RP@8F%C:W!A8VL@8FQO=V5R<RP@
M<VUA;&P@;&%W;B!A;F0@9V%R9&5N('1O;VQS(&%N9"!R:61I;F<@=')A8W1O
M<G,[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%1H92!N;VES92!L
M:6UI=',@9F]R('!A<G1I8W5L87(@97%U:7!M96YT(&QI<W1E9"!A8F]V92!I
M;B H82DL("AB*2!A;F0@*&,I('-H86QL(&)E(&1E96UE9"!T;R!B92!S=7!E
M<G-E9&5D(&%N9"!R97!L86-E9"!B>2!N;VES92!L:6UI=',@9F]R('-U8V@@
M97%U:7!M96YT(&9R;VT@86YD(&%F=&5R('1H96ER(&5S=&%B;&ES:&UE;G0@
M8GD@9FEN86P@<F5G=6QA=&EO;G,@86110<'1E9"!B>2!T:&4@1F5D97)A;"!!%
M;G9I<F]N;65N=&%L(%!R;W1E8W1I;VX@06=E;F-Y(&%N9"!P=6)L:7-H960@
M:6X@=&AE($9E9&5R86P@4F5G:7-T97(N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H%-A:60@;F]I<V4@;&EM:71A=&EO;G,@<VAA;&P@;F]T(&%P
M<&QY('=H97)E(&-O;7!L:6%N8V4@=&AE<F5W:71H(&ES('1E8VAN:6-A;&QY
M(&EN9F5A<VEB;&4H(!4:&4@8G5R9&5N(&]F('!R;W9I;F<@=&AE(&%A="!C;VUP
M;&EA;F-E(&ES('1E8VAN:6-A;&QY(&EN9F5A<VEB;&4@<VAA;&P@8F4@=7!O
M;B!T:&4@<&5R<V]N(&]R('!E<G-O;G,@8VAA<F=E9"!W:71H(&$@=FEO;&%T
M:6]N(&]F('1H:7,@<V5C=&EO;BX@5&5C:&YI8V%L(&EN9F5A<VEB:6QI='D@
M<VAA;&P@;65A;B!T:&%T('-A:60@;F]I<V4@;&EM:71A=&EO;G,@8V%N;F]T
M(&)E(&-O;7!L:65D('=I=&@@9&5S<&ET92!T:&4@=7-E(&]F(&UU9F9L97)S
M+"!S:&EE;&1S+"!S;W5N9"!B87)R:65R<R!A;F0O;W(@;W1H97(@;F]I<V4@
M<F5D=6-T:6]N(&1E=FEC97,@;W(@=&5C:&YI<75E<R!D=7)I;F<@=&AE(&]P
M<F%T:6]N(&]F('1H92!E<75I<&UE;G0N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/'-P86X@9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\
M82!N86UE/2)*1%\Q,"(N,#8N(B!I9#TB2D1?1C?,3$R+C V+B(@=&ET;&4](C$Q
M,BXP-BXB("\^4T5#+B Q,3(N,#8NPJ @4$Q!0T53($]&(%!50DQ)0R!%3E1%
M4E1!24Y-14Y4+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!)="!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!O<&5R871E+"!P
M;&%Y+"!O<B!T;R!P97)M:70@=&AE(&]P97)A=&EO;B!O<B!P;&%Y:6YG(&]F
M(&%N>2!R86II;RP@=&5L979I<VEO;B!R96-E:79E<BP@<&AO;F]G<F%P:"P@
M;75S:6-A;"!I;G-T<G5M96YT+"!S;W5N9"!A;7!L:69Y:6YG(&5Q=6EP;65N
M="P@;W(@<VEM:6QA<B!D979I8V4@=VAI8V@@<')O9'5C97,L(')E<')O9'5C
M97,L(&]R(&%M<&QI9FEE<R!S;W5N9"!I;B!A;GD@<&QA8V4@;V8@<'5B;&EC
M(&5N=&5R=&%I;FUE;G0@870@82!S;W5N9"!L979E;"!G<F5A=&5R('1H86X@
M.35D0BA!*2!A="!A;GD@<&]I;G0@=&AA="!I<R!N;W)M86QL>2!O8V-U<&EE
M9"!B>2!A(&-U<W1O;65R+"!U;FQE<W,@82!C;VYS<&EC=6]U<R!A;F0@;&5G
M:6)L92!S:6=N(&ES(&QO8V%T960@;W5T<VED92!S=6-H('!L86-E+"!N96%R
M(&5A8V@@<'5B;&EC(&5N=')A;F-E+"!S=&%T:6YG.CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/N*
MG%=!4DY)3D<ZPJ @4T]53D0@3$5614Q3(%=)5$A)3B!-05D@0T%54T4@2$5!
M4DE.1R!)35!!25)-14Y4+N* G2 \+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]<FUA<F=I;BUB;W1T;VT]
M,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^*$%D9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F9BX@,R\R.2\X
M,BXI/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/'-P86X@9&5P=&@](C,B("\^/&1I=B!C;&%S<STB07)T:6-L92(^
M/&1I=CX\82!N86UE/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]/2)*1E]
```

```
M,#$N(B!I9#TB2D1?,3$S+C Q+B(@=&ET;&4](C$Q,RXP,2XB("\^4T5#+B Q
M,3,N,#$NPJ @4E5"0DE32"!!3D0@1T%20D%'12!#3TQ,14-424].($%.1"!$
M25-03U-!3"X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^PJ#"H,*@/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXH06UE;F1E9"!B>2!/<F0N($YO+B Q-C$L-3<T+"!!%9F8N
M(#DO."\X-XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@
MPJ!)="!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!E;F=A9V5D
M(&EN('1H92!B=7-I;F5S<R!O9B!C;VQL96-T:6YG(&]R(&1I<W!O<VEN9R!O
M9B!R=6)B:7-H(&]R(&=A<F)A9V4@=&\@;W!E<F%T92!A;GD@<F5F=7-E(&1I
M<W!O<V%L('1R=6-K+"!P87)K:6YG(&QO="!S=V5E<&5R+"!O<B!V86-U=6T@
M=')U8VLL(&]R('1O(&-O;&QE8W0L(&QO860L('!I8VL@=7 L('1R86YS9F5R
M+"!U;FQO860L(&1U;7 L(&1I<V-A<F0L('-W965P+"!V86-U=6TL(&]R(&1I
M<W!O<V4@;V8@86YY('')U8F)I<V@@;W(@9V%R8F%G92P@87,@<W5C:"!T97)M
M<R!A<F4@9&5F:6YE9"!I;B!B396-T:6]N(#8V+C P(&]F('1H:7,@0V]D92P@
M=VET:&EN(#(P,"!F965T(&]F(&%N>2!R97-I9&5N=&EA;"!B=6EL9&EN9R!B
M971W965N('1H92!H;W5R<R!O9B Y.C P('!M(&%N9"!X.C P(&1A>2,# @82YM+B!O
M9B!T:&4@9F]L;&]W:6YG(&1A>2P@=6YL97-S(&$@<&5R;6ET('1H97)E9F]R
M92!H87,@8F5E;B!D=6QY(&]B=&%I;F5D(&9R96AA;F0@9G)O;2!T:&4@<&]L
M0F]A<F0@;V8@4&]L:6-E($$-O;6UI<W-I;VYE<G,N/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV/L*@PJ#"H%1H92!S=&%N9&%R9',@=VAI8V@@<VAA;&P@8F4@
M8V]N<VED97)E9"!I;B!D971E<FUI;FEN9R!W:&5T:&5R(&$@<&5R;6ET('-H
M86QL(&)E(&=R86YT960@87)E('1H92!F;VQL;W=I;F<Z/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM
M8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&$IPJ#"H,*@5VAE=&AE
M<B!T:&4@=V]R:R!R:70@;R!B92!D;VYE(&ES(&EN('1H92!P=6)L:6,@:6YT97)E
M<W0L(&]R/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"
MH,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@87!P;&EC86YT(&AA<R!E=F5R(&)E96X@
M<B!H87)D)'<VAE=&AE<B!T:&4@87!P;&EC86YT(&AA<R!E=F5R(&)E96X@<F5F
M=V5R92!N;W0@9W)A;G1E9"P@;W(@=W)I=&EN9R!F;W(@=&AE(')E87-O;BP@
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H8RG"H,*@PJ!7:&5T:&5R('1H92!A<'!L:6-A;G0@
M=F%T:6]N('=O=6QD(&5X<&5R:65N8V4@=&AE('-E<G9I8V4@;V8@9W)E96YS
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!.;R!P97)M:70@<VAA
M;&P@8F4@<F5Q=6ER960@=&\@<&5R9F]R;2!E;65R9V5N8WD@=V]R:R!A<R!D
M969I;F5D(&EN(%-E8RX@,3$Q+C Q*&,I(&]F('1H:7,@8VAA<'1E<BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M=")(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\
M<W!A;B!D97!T:#TB,R(@+SX\9&EV(&-L87-S/2)!<G1I8VQE(CX\9&EV/CQA
M(&YA;64](DI$7T,Q,4$T(B!I9#TB2D1?0S$Q030B('1I=&QE/2)#,3%!-"(@
M+SY!4E1)0TQ%(#0\8G(@+SY614A)0TQ%(%4SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES
M:7,B/E-E8W1I;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ,30N,#"'H,*@PJ!696AI8VQE
M(%)E<&%I<G,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$T+C RPJ#"H,*@36]T;W(@1')I
M=F5N(%9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C$Q-"XP,\*@PJ#"H%9E:&EC
M;&5S(.* DR!,;V%D:6YG(&%N9"!!5;FQO861I;F<N/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^
M,3$T+C TPJ#"H,*@075D:6)L92!3:6=N86QS(&9O<B!%;6%R9V5N8WD@5F5H
M:6-L97,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,30N,#7"H,*@PJ!!=61I8FQE($1E=F5R=&5S:6YG($1E=FEC
M97,@XH"3($-O;6UE<F-I86P@1F]O9"!696YD;W)S+CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B
M/C$Q-"XP-L*@PJ#"H%9E:&EC;&4@5&AE9G0@06QA<FT@4WES=&5M<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,30N,#?"H,*@PJ!!=61I8FQE(%-T871U<R!);F1I8V%T
M;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP,2(@:60]
M(DI$7S$Q-"XP,2(@=&ET;&4](C$Q-"XP,2(@+SY314-424]/(#$Q-"XP,2["
MH"!614A)0TQ%(%)%4$%)4E,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X=BUD96-O<F%T:6]N.FYO
M;F4[9&ES<&%Y>3H@:6YL:6YE.R(^*$$%M96YD960@8GD@3W)D+B!.;RX@,34V
M+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L('-T>6QE/2)M87)G:6XM=&]P.C!P=]T=&]]M
```

```
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N+"!W:71H:6X@86YY(')E<VED96YT:6%L('!R;W!E<G1Y(&QO8V%T960@
M=VET:&EN(&%N>2!R97-I9&5N=&EA;"!Z;VYE(&]F('1H92!#:71Y(&]R('=I
M=&AI;B U,# @9F5E="!T:&5R96]F+"!T;R!R97!A:7(L(')E8G5I;&0L(')E
M8V]N<W1R=6-T(&]R(&1I<VUA;G1L92!A;GD@;6]T;W(@=F5H:6-L92!B971W
M965N('1H92!H;W5R<R!O9B X.C P(' N;2X@;V8@;VYE(&1A>2!A;F0@.#HP
M,"!A+FTN(&]F('1H92!N97AT(&1A>2!I;B!S=6-H(&UA;FYE<CH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4
M:&%T(&$@<F5A<V]N86)L92!P97)S;VX@<F5S:61I;F<@:6X@=&AE(&%R96$@
M:7,@8V%U<V5D(&1I<V-O;69O<G0@;W(@86YN;WEA;F-E.SPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H%1H870@
M<W5C:"!A8W1I=FET>2!I<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!I;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E+E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H$%S('1O(&-R
M96%T92!A;GD@;F]I<V4@=VAI8V@@=]U;&0@8V%U<V4@=&AE(&YO:7-E(&QE
M=F5L(&]N('1H92!P<F5M:7-E<R!O9B!A;GD@;V-C=7!I960@<F5S:61E;G1I
M86P@<')O<&5R='DL(&]R(&EF(&$@8V]N9&]M:6YI=6TL('1O97AC965D('1H
M;W5S92!O<B!D=7!L97@L('=I=&AI;B!A;GD@861J;VEN:6YG('5N:70L('1O
M(&5X8V5E9"!T:&4@86UB:65N="!N;VES92!L979E;"!B>2!M;W)E('1H86X@
M9FEV92 H-2D@9&5C:6)E;',N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@
M9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE
M/2)*1%\Q,30N,#(N#(N(B!I9#TB2D1?1?,3$T+C R+B(@=&ET;&4](C$Q-"XP,BXB
M("\^4T5#+B Q,30N,#(N#(NPJ @34]43U(@1%)%14Y3+E"\O9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#$B/L*@PJ#"H"A!*<*@PJ \
M<W!A;B!S='EL93TB9F]N=&5G:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!
M;65N9&5D(&)Y($]R9"X@3F\N(#%F9BX@,L($-E;G1R86P@5F%L;&5Y+"!#86QI
M<&%N/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S
M=B!S/2),,2(^PJ#"H,*@*$(IPJ#"H%1H92!C;VYS=')U8W1I;VX@;W(@9&5M
M;VQI=&EO;B!O9B!A;GD@8G5I;&1I;F<@;W(@<W1R=6-T=7)E(&EN(&$@<F5S
M:61E;G1I86P@9&ES=')I8W0@=VAI8V@@8V%U<V5S(&-O;G1I;G5O=7,@;W(@
M;GD@<')O<&5R='D@=VET:&EN('1H92!#:71Y(&]R('1O('5N<F5A<V]N86)L
M>2!A8V-E;&5R871E('1H92!E;F=I;F4@;V8@86YY('9E:&EC;&4L(&]R('5N
M<F5A<V]N86)L>2!S;W5N9"P@8FQO=R!O<B!O<&5R871E('1H92!H;W)N(&]R
M(&]T:&5R('=A<FYI;F<@9&5V:6-E(&]F('-U8V@@=F5H:6-L92!I;B!S=6-H
M(&UA;FYE<CH\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ Q+L*@PJ#"H$%S('1O(&1I<W1U<F(@=&AE('!E86-E+"!Q=6EE="!A
M;F0@8V]M9F]R="!O9B!A;GD@;F5I9VAB;W)H;V]D(&]R(&]F(&%N>2!R96%S
M;VYA8FQE('!E<G-O;B!R97-I9&EN9R!I;B!S=6-H(&%R96$\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ R+L*@PJ#"H%1H870@
M<W5C:"!A8W1I=FET>2!I<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!I;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H#,NPJ#"H,*@07,@=&\@8W)E
M871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S92!T:&4@;F]I<V4@;&5V
M96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O8V-U<&EE9"!R97-I9&5N=&EA
M;"!P<F]P97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A<G1M96YT(&AO
M=7-E(&]R(&1U<&QE>"P@=VET:&EN(&%N>2!A9&IO:6YI;F<@=6YI="P@=&\@
M97AC965D('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F
M:79E("@U*2!D96-I8F5L<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#"H,*@5&AI<R!S96-T:6]N('-H86QL(&YO="!B92!A<'!L:6-A
M8FQE('1O(&%N>2!V96AI8VQE('=H:6-H(&ES(&]P97)A=&5D('5P;VX@86YY
M('!U8FQI8R!H:6=H=V%Y+"!S=')E970@;W(@<FEG:'0M;V8M=V%Y(&]R('1O
M('1H92!O<&5R871I;VX@;V8@86YY(&]F9BUH:6=H=V%Y('9E:&EC;&4@=&\@
M=&AE(&5X=&5N="!I="!I<R!R96=U;&%T960@:6X@=&AE(%9E:&EC;&4@0V]D
M92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP,RXB(&ED
M/2)*1%\Q,30N,#,N(B!T:71L93TB,3$T+C S+B(@+SY314,N(#$Q-"XP,R[":
MH"!614A)0TQ%4R!/5$A%4B!42$%.($UO=&]R($-Y8VQE<R!4%$24Y'+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#$B/L*@PJ \<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N
M9&5D(&)Y($]R9\N(#$Q-"XP,RXB(&ED/2)*1%\Q,30N,#,N(B!T:71L93TB,3$T+C S+B(@+SY314,N(#$Q-"XP,R[".
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ H82G"H,*@PJ!)="!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY("!E<G-O;BP@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@,3 Z,# @<"YM+B!A;F0@-SHP,"!A+FTN(&]F('1H92!F;VQL
M;W=I;F<@9&%Y+"!T;R!L;V%D(&]R('5N;&]A9"!A;GD@=F5H:6-L92P@;W(@
M;W!E<F%T92!A;GD@9&]L;&EE<RP@8V%R=',L(&9O<FML:69T<RP@;W(@;W1H
M97(@=VAE96QE9"!E<75I<&UE;G0L('=H:6-H(&-A=7-E<R!A;GD@:6UP=6QS
M:79E('-O=6YD+"!R875C;W5S(&]R('5N;F5C97-S87)Y(&YO:7-E('=I=&AI
M;B R,# @9F5E="!O9B!A;GD@<F5S:61E;G1I86P@8G5I;&1I;F<@;F5A<N/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H"AB*<*@PJ#"H$ER<F5S<&5C=&EV
M92!O9B!T:&4@<')O=FES:6]N<R!O9B!3=6)S96-T:6]N("AA*2P@;&]A9&EN
M9R!O<B!U;FQO861I;F<@;V8@=F5H:6-L97,@;V8@=&AE('1Y<&4@;V8@86-T
M:79I='D@<F5F97)R960@=&\@:6X@4W5B<V5C=&EO;B H82D@;6%Y(&]C8W5R
M(&)E='=E96X@=&AE(&AO=7)S(&]F(#8Z,# @82YM+B!T;R Q,3HP,"!P+FTN
M(&]F('1H92!S86UE(&1A>2!P=7)S=6%N="!T;R!A('!E<FUI="!I<W-U960@
M8GD@=&AE($1E<&%R=&UE;G0@;V8@5')A;G-P;W)T871I;VX@:6X@86-C;W)D
M86YC92!W:71H(&$@8G5S:6YE<W,@<')O9W)A;2!A<R!D969I;F5D(&)Y('-A
M:60@9&5P87)T;65N="["H"!4:&ES('!E<FUI="!P<F]G<F%M('=O=6QD(&)E
M(&QI;6ET960@=&\@=&AE(&%R96$@8F]U;F1E9"!B>2!197-T(%V96YU
M92P@4V%N=&$@36]N:6-A(%$9R965W87DL($-E;G1R86P@079E;G5E+"!A;F0@
M=&AE(%-A;B!$:65G;R!&<F5E=V%Y+"!W:71H(&6X@=&AE(&QI;6ET<R!O9B!T
M:&4@0VET>2!O9B!,;W,@06YG96QE<RX@4W5C:"!P97)M:71S('=I;&P@;F]T
M(&)E(&ES<W5E9"!T;R!H:6=H+6YO:7-E(&)U<VEN97-S97,@<W5C:"!A<R!T
M<F%S:"!P:6-K=7 N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@]
M(C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q
M,30N,#0N(B!I9#TB2D1?1?,3$T+C T+B(@=&ET;&4](C$Q-"XP-"XB("\^4T5#
M+B Q,30N,#0NPJ @055$24),12!024Q/5%,@1$5624-%4RX\+V$^/&1I=B!C;&%S
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ(&YO;F5%.B!N;VYE.W!O<VET:6]N.B!R96QA
M960@8GD@3W)D+B!.;RX@,38Q+#8W-"P@969F+B!Y+S$O.#8N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTZ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@=6YL
M87=F=6P@9F]R(&%N>2!P97)S;VXL('=I=&AI;B!A;GD@<F5S:61E;G1I86P@
M>F]N92!O9B!T:&4@0VET>2!O<B!W:71H:6X@-3 P(&9E970@=&AE<F5O9BP@
M=&\@<V]U;F0@;W(@;W!E<F%T92!A;GD@86YY(&%U9&EB;&4@<VEG;F%L
M:6YG(&1E=FEC92P@:6YC;'5D:6YG('-E<75E;G1I86P@86ER:&]R;G,@;W(@
M96QE8W1R;VYI8V%L;'D@;W!E<F%T960@=F5H:6-U;&%R(&QO=60@<W!E86ME
M<B!M=7-I8R!D979I8V5S+"!W:&EC:"!C86X@8F4@:&5A<F0@9F]R(&$@9&ES
M=&%N8V4@9W)E871E<B!T:&%N(#(P,"!F965T(&9O<B!A;GD@<'5R<&]S92["
MH"!6:6]L871I;VX@;V8@=&AI<R!S96-T:6]N(''-H86QL(&-O;G-T:71U=&4@
M86X@:6YF<F%C=&EO;L*@(%1H:7,@<V5C=&EO;B!D;V5S(&YO="!A9&1R97-S
M(&AO<FX@;W(@=V%R;FEN9R!D979I8V5S(')E9W5L871E9"!I;B!!<G1I8VQE
M(#$@;V8@0VAA<'1E<B U(&]F($1I=FES:6]N(#$R(&]F('1H92!696AI8VQE
M($-O9&4@;V8@=&AE(%-T871E(&]F($-A;&EF;W)N:6$$L(&-O;6UE;F-I;F<@
M870@4V5C=&EO;B R-S P,"["H" \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/BA,87-T('-E;G1E;F-E(&%M96YD960@8GD@
M3W)D+B!.;RX@,38U+C$Y,2P@169F+B Q,"\R,R\X.2XXI/"]S<&%N/CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"()I=B!S='EL93TB
M;6%R9VEN+6)O='1O;3H@-TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"()I=B!S='EL93TB;6%R9VEN+6)O='1O;3H@-TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,]
M(E-E8W1I;VXB/CQD:78^/&$@;F%M93TB2D1?,3$T+C U+B(@:60](DI$7S$Q
M-"XP-2XB('1I=&QE/2(Q,30N,#4N(B O/E-%0RX@,3$T+C U+L*@($%51$E"
M3$4@041615)424-)3D<@4U!%04M%4E,@0T]-2D-54E-(4TE!3"!&&3T]$)(%9%
M3D1/4E,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^*$%D9&5D(&)Y($]R9"X@3F\N(#$$V-"PU,S(L($5F9BX@-"\R
M,"\X.2XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"()I=B!S='EL93TB;6%R9VEN+6)O='1O;3H@-TQ,'!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"()I=B!C;&%S<STB4&%R
M871E<&]S:71I;VXB/CQD:78^/&$@;F%M93TB2D1?,3$T+C U+C$B(&ED/2)*
M;W1H=:71H<W1A;F1I;F<@;W(@<VEE:6QA<B!P<F]V:7-I;VYS(&EN(&%N>2!O
M,#0L(&ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N+"!T;R!S
M;W5N9"!P@8FQO=R!O<B!O<&5R871E(&%N>2!M=7-I8RP@8VAI;65S(&]R(&)E
M;&QS+"!O<B!A;GD@<VEM:6QA<B!D979I8V4L(&%M<&QI9FEE9"!O
M<B!O=&AE<G=I<V4L('=H:6-H(&-O;G9E>7,@87)E(&]F('-U8V@@8VAA<F%C
M=&5R(&]R('1O(&)E(&AE87)D(&]F(&$@<'5B;&EC(&)E:6YG('-O(&%S('1O
M86P@8G5I;'&1I;F<@8F5T=V5E;B!T:&4@:&]U<G,@;V8@.3HP,"!P+FTN(&%N
M9" W.C P(&$$N;2X@=&AE(&YE>'0@9&%Y('=H:6-H(&ES(&QO8V%T960@:6X@
M=&5R:6YG('1R=6-K+"!A<R!T:&%T('1E<FT@:7,@9&5F:6YE9"!I;B!3;BET
M:6]N(#@P+C<@<V5C=&EO;B!A;&P@8F4@8V]N<&QI960@=VET:"X\+V1I=CX\
M9&EV(&-L87-S/2)#;VYT96YT+4QE=F5L(CX\+V1I=CX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2)-86EN+51E>'0B/CQS<&%N(&-L87-S/2)#:&%P=&5R+71I
M=&QE(CX\<W!A;B!C;&%S<STB5&ET;&4B/CQS<&%N(&-L87-S/2)#:&%P=&5R
M+71I=&QE(CX\<W!A;B!C;&%S<STB5&ET;&4B/CQS<&%N(&-L87-S/2)#:&%P
M=&5R+71I=&QE(CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6]N
M(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP-BXB(&ED/2)*1%\Q,30N,#8N(B!T
M:71L93TB,3$T+C V+B(@+SY314,N(#$Q-"XP-BY["H"!'24Y%4U0@0$14151%
M($%50U1)3TY%15)3+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*$9O<FUE<B!396,N(#$Q-"XP-2P@4F5N=6UB
M97)E9"!B>2!/<F0N($YO+B Q-C0L-3,R+"!%9F8N(#0O,C O.#DN*3PO<W!A
M;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@
M=6YL87=F=6P@9F]R(&%N>2!P97)S;VX@=&\@:6YS=&%L;"P@;W!E<F%T92!O
M<B!U<V4@86YY('9E:&EC;&4@=&AE9G0@86QA<FT@<WES=&5M('1H870@96UI
M=',@;W(@8V%U<V5S('1H92!E;6ES<VEO;B!O9B!A;B!A=6118FQE('-O=6YD
M+"!W:&EC:"!I<R!N;W0L(&]R(&1O97,@;F]T(&)E8V]M92!P875T;VUA=&EC
M86QL>2!A;F0@8V]M<&QE=&5L>2!S:6QE;F-E9"!W:71H:6X@9FEV92!M:6YU
M=&5S+B!4:&4@=&EM92!P97)I;V0@<VAA;&P@8F4@8V%L8W5L871E9"!B87-E
M9"!U<&]N('1H92!E;6ES<VEO;B!O9B!T:&4@9FER<W0@875D:6)L92!S;W5N
M9"!A;F0@<VAA;&P@96YD(&9I=F4@;6EN=71E<R!T:&5R96%F=&5R(&YO='=I
M=&AS=&%N9&EN9R!A;GD@=F%R:6%T:6]N(&]R("-T;W!P86=E(&EN('1H92!E
M;6ES<VEO;G,@;V8@875D:6)L92!S;W5N9"["H"!6:6]L871I;VX@;V8@=&AI
M<R!S96-T:6]N('-H86QL(&-O;G-T:71U=&4@86X@:6YF<F%C=&EO;BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP-RXB(&ED/2)*1%\Q
M,30N,#<N(B!T:71L93TB,3$T+C C W+B(@+SY314,N(#$Q-"XP-R[""H"!!541)
M0DQ%(%-405154R!)3D1)0T%43U(N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%D9&5D(&)Y($]R9"X@3F\N(#$V
M.2PW.#4L($5F9BX@-"\Y+SDT+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N('1O(&EN<W1A;&PL(&]P97)A=&4L(&]R('5S92!A;GD@=F5H:6-L92!A
M=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@=VAI8V@@=VEL;"&EZ97,@86X@
M875D:6)L92!S=&%T=7,@:6YD:6-A=&]R(&]U='-I9&4@;V8@=&AE('9E:&EC
M=&AE(&5M:7-S:6]N(&]F(&%N(&%U9&EB;&4@<VEG;F%L(&9O<B!T:&4@<'5R
M;VX@;V8@:6YD:6-A=&EN9R!T:&4@;&]C:V5D(&]R('5N;&]C:V5D('-T871U
M<R!O9B!T:&4@<&]W97(@9&]O<B!L;V-K<R!O9B!S=6-H('9E:&EC;&4@87(@
M9"!T:&4@=&EM92!P97)I;V0@<VAA;&P@8F4@8V%L8W5L871E9"!B87-E9"!U
M<&]N('1H92!E;6ES<VEO;B!O9B!A;B!A=61I8FQE('-O=6YD(&]R(&%L87)M
M<F5A9G1E<BP@;F]T=VET:'-T86YD:6YG(&%N>2!V87)I871I;VX@;W(@=&5M
M<&]R87)Y('-T;W!P86=E(&EN('1H92!E;6ES<VEO;B!O9B!A=61I8FQE('-O
M=6YD+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!<R!U<V5D(&EN
M('1H:7,@<V5C=&EO;BP@86X@875D:6)L92!S=&%T=7,@:6YD:6-A=&]R(&ES
M(&$@8V]M<&]N96YT(&]F(&$@=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@
M=VAI8V@@96UI=',@<V]U;F0@875D:6)L92!O=71S:61E('1H92!V96AI8VQE
M(&9O<B!T:&4@<'5R<&]S92!O9B!W87)N:6YG('1H870@82!V96AI8VQE('1H
M969T(&%L87)M('-Y<W1E;2!I<R!I;G-T86QL960@86YD(&%R;65D(&]R(&]P
M97)A=&EO;F%L+L*@(%1H92!T97)M(.* G#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^875D:6)L92!S=&%T=7,@:6YD:6-A
M=&]R/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ(&]N93MD:7-P;&%Y
M.B!I;FQI;F4[(C[B@)T@<VAA;&P@:6YC;'5D92!A;GD@9&5V:6-E('=H:6-H
M(&5M:71S(&$@8VAI<G!I;F<L('9O:6-E(&UE<W-A9V4@;W(@<V]U;F0@<W1O
M=VAE;B!A;B!A<'!R;V%C:&EN9R!P97)S;VX@:7,@=VET:&EN(&$@8V5R=&%I
M;B!D:7-T86YC92!O9B!T:&4@=F5H:6-L92!I;B!W:&EC:"!T:&4@9&5V:6-E
M(&ES(&EN<W1A;&QE9"X\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H$EN('1H92!E=F5N="!I;F9O<F-E;65N="!O9B!A('9I;VQA=&EO
M;B!O8V-U<G,@=6YD97(@=&AI<R!S96-T:6]N+"!N;R!E;F9O<F-E;65N="!S
M:&%L;"!B92!T86ME;B!U;F1E<B!396-T:6]N(#@P+C<U+FP@;V8@=&AE($UU
M;FEC:7!A;"!#;V1E(&9O<B!T:&4@<V%M92!V:6]L871I;VXN/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%9I;VQA=&EO;B!O9B!A;GD@<')O=FES
M:6]N(&]F('1H:7,@<V5C=&EO;B!S:&%L;"!C;VYS=&ET=71E(&%N(&EN9G)A
M8W1I;VXN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM
M8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
M:78^/"]D:78^/'-P86X@9&5P=&@](C,B("\^/&1I=B!C;&%S<STB07)T:6-L
M92(^/&1I=CX\82!N86UE/2)*1%]#,3%!-2(@:60](DI$7T,Q,4$U(B!T:71L
M93TB0S$Q034B("\^05)424-,12 U/&)R("\^04U03$E&245$(%-/54Y$/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2)!;F%L>7-I<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C$Q
M-2XP,<*@PJ#"H%!U<G!O<V4N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$U+C P,BXP,<*@
M4')O:&EB:71I;VX@86YD(%)E9W5L871I;VYS+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD
M:78^/&$@;F%M93TB2D1?,3$U+C Q+B(@:60](DI$7S$Q-2XP,2XB('1I=&QE
M/2(Q,34N,#$N(B O/E-%0RX@,3$U+C Q+L*@(%!54E!/4T4N/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%1H92!#;W5N8VEL(&5N86-T<R!T:&ES
M(&QE9VES;&%T:6]N(&9O<B!T:&4@<V]L92!P=7)P;W-E(&]F('-E8W5R:6YG
M(&%N9"!P<F]M;W1I;F<@=&AE('!U8FQI8R!H96%L=&@L(&-O;69O<G0L('-A
M9F5T>2P@86YD('=E;&9A<F4@;V8@:71S(&-I=&EZ96YS+2["H"!7:&EL92!R
M96-O9VYI>FEN9R!T:&%T(&-E<G1A:6X@=7-E<R!O9B!S;W5N9"!A;7!L:69Y
M:6YG(&5Q=6EP;65N="!A<F4@<')O=&5C=&5D(&)Y('1H92!C;VYS=&ET=71I
M;VYA;"!R:6=H=',@;V8@9G)E961O;2!O9B!S<&5E8V@@86YD(&%S<V5M8FQY
M+"!T:&4@0V]U;F-I;"!N979E<G1H96QE<W,@9F5E;',@;V)L:6=A=&5D('1O
M(')E87-O;F%B;'D@<F5G=6QA=&4@=&AE('5S92!O9B!S;W5N9"!A;7!L:69Y
M:6YG(&5Q=6EP;65N="!I;B!O<F1E<B!T;R!P<F]T96-T('1H92!C;W)R96QA
M=&EV92!C;VYS=&ET=71I;VYA;"!R:6=H=',@;V8@=&AE(&-I=&EZ96YS(&]F
M('1H:7,@8V]M;75N:71Y('1O('!R:79A8WD@86YD(&9R965D;VT@9G)O;2!P
M=6)L:6,@;G5I<V%N8V4@;V8@;&]U9"!A;F0@=6YN96-E<W-A<GD@;F]I<V4N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C(B("\^/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q,34N,#(N(B!I9#TB
M2D1?,3$U+C R+B(@=&ET;&4](C$Q-2XP,BXB("\^4T5#+B Q,34N,#(N(%PJ @
M4%)/2$E"251%1"!33TE312!$14Y%4D%424].+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=C["H,*@PJ!)="!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E
M<G-O;BP@;W(@86YY(&%G96YT+"!E;7!L;WEE92P@;W(@<F5P<F5S96YT871I
M=F4@;V8@86YY('!E<G-O;BP@=&\@;6%K92P@8V]N=&EN=64L(&]R(&-A=7-E
M(&UA9&4@;W(@8V]N=&EN=65D(&%N>2!L;W5D+"!U;FYE8V5S<V%R>2P@=6YU
M<W5A;"P@;W(@86YN;WEI;F<@;F]I<V4L(&]R(&%N>2!N;VES92!W:&EC:"!E
M;F1A;F=E<G,@=&AE(&AE86QT:"P@8V]M9F]R="P@<V%F971Y+"!W96QF87)E
M(&]R(')E<&]S92!O9B!T:&4@8VET:7IE;G,@;V8@=&AE(&-O;6UU;FET>2!O
M<B!W:&EC:"!I<R!O9B!S=6-H(&-H87)A8W1E<B!T:&%T('1H92!S86UE(&ES
M(&UN<F5A<V]N86)L>2!D:7-T=7)B:6YG(&]R('!R97-E;G0@;V8@=&AE(&AE
M('!U<G!O<V5S(&]F('1H:7,@8VAA<'1E<BP@9F]R('!U<G!O<V5S(&]F(&%N
M>2!L96=A;"!P<F]C965D:6YG+"!O<B!F;W(@86YY('!U<G!O<V4@=VAA='-O
M979E<BP@=&AE(&9O;&QO=VEN9R!A8W1S(&%R92!D96-L87)E9"!T;R!B92!L
M;W5D+"!U;FYE8V5S<V%R>2P@=6YU<W5A;"P@;W(@86YN;WEI;F<@;F]I<V5S
M(&EN('9I;VQA=&EO;B!O9B!T:&ES(&-H87!T97(L(&)U="!S=6-H(&5N=6UE
M<F%T:6]N('-H86QL(&YO="!B92!D965M960@=&\@8F4@97AC;'5S:79E+"!N
M86UE;'D@<F5G=6QA=&EO;G,@86YD(&%P<&QI8V%B;&4@=&\@=&AE(&-I='D@
M;&LL('!A<FL@;W(@<&QA8V4L(&]R(&]T:&5R('!U8FQI8R!P<F]P97)T>2!E
M>&-E<'0@=VAE;B!I;G-T86QL960L('5S960@;W(@;W!E<F%T960@:6X@8V]M
M<&QI86YC92!W:71H('1H92!F;VQL;W=I;F<@<')O=FES:6]N<SH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!)
M;B!A;&P@<F5S:61E;G1I86P@>F]N97,@86YD('=I=&AI;B U,# @9F5E="!T
M:&5R96]F+"!N;R!S;W5N9"!A;7!L:69Y:6YG(&5Q=6EP;65N="!S:&%L;"!B
M92!I;G-T86QL960L(&]P97)A=&5D(&]R('5S960@9F]R(&-O;6UE<F-I86P@
M<'5R<&]S97,@870@86YY('1I;64N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"H,*@5&AE(&]P97)A=&EO;B!O<B!U
M<V4@;V8@<V]U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@9F]R(&YO;F-O;6UE
M<F-I86P@<'5R<&]S97,@:6X@86QL(')E<VED96YT:6%L('IO;F5S(&%N9"!W
M:71H:6X@-3 P(&9E970@=&AE<F5O9BP@97AC97!T('=H96X@=7-E9"!F;W(@
M<F5G=6QA<FQY('-C:&5D=6QE9"!O<&5R871I=F4@9G5N8W1I;VYS(&)Y(&%N
M>2!S8VAO;VP@;W(@9F]R('1H92!U<W5A;"!A;F0@8W5S=&]M87)Y('!U<G!O
M<V5S(&]F(&%N>2!C:'5R8V@L(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@-#HS,"!P+FTN(&%N9" Y.C P(&$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^
MPJ#"H,*@*&,IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!I;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!C
M;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@.3HP,"!P+FTN(&%N9" X.C P(&$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^
MPJ#"H,*@*&0IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!I;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!N
M;VYC;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T
M:&4@:&]U<G,@;V8@,3 Z,# @<"YM+B!A;F0@-SHP,"!A+FTN(&]F('1H92!F
M;VQL;W=I;F<@9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"H"AE*<*@PJ#"H%1H92!O<&5R871I;VX@;W(@=7-E(&]F(&%N
M<VAA;&P@8F4@96ET:&5R(&UU<VEC+"!H=6UA;B!S<&5E8V@L(&]R(&)O=&@N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&8I
MPJ#"H,*@4V]U;F0@96UA;F%T:6YG(&9R;VT@<V]U;F0@86UP;&EF>6EN9R!E
M<75I<&UE;G0@<VAA;&P@8F4@;&EM:71E9"!I;B!V;VU;64L('1O;F4@86YD
M(&EN=&5N<VET>2!A<R!F;VQL;W=S.CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#,B/L*@PJ#"H#$NPJ#"H,*@5&AE('-O=6YD('-H86QL(&YO
M="!B92!A=61I8FQE(&%T(&$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#(P,"!F
M965T(&9R;VT@=&AE('-O=6YD(&5Q=6EP;65N="X\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]((FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ R+L*@PJ#"H$EN(&YO(&5V96YT
M('-H86QL('1H92!S;W5N9"!B92!L;W5D(&%N9"!R875C;W5S(&]R('5N<F5A
M<V]N86)L>2!J87)R:6YG+"!D:7-T=7)B:6YG+"!A;FYO>6EN9R!O<B!A(&YU
M:7-A;F-E('1O(')E87-O;F%B;&4@<&5R<V]N<R!O9B!N;W)M86P@<V5N<VET
M:79E;F5S<R!W:71H:6X@=&AE(&%R96$@;V8@875D:6)I;&ET>2X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9RG"H,*@PJ!%
M>&-E<'0@87,@<')O=FED960@:6X@*&(I(&%B;W9E+"!N;R!S;W5N9"!A;7!L
M:69Y:6YG(&5Q=6EP;65N="!S:&%L;"!B92!O<&5R871E9"!U<&]N(&%N>2!P
M<F]P97)T>2!A9&IA8V5N="!T;R!A;F0@=VET:&EN(#(P,"!F965T(&]F(&%N
M>2!H;W-P:71A;"!G<F]U;F1S(&]R(&%N>2!S8VAO;VP@;W(@8VAU<F-H(&)U
M:6QD:6YG('=H:6QE(&EN('5S92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:"G"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N
M(#$T-2PV.3$L($5F9BX@-2\R\R+S<T+BD@/"]S<&%N/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY3=6)S96-T:6]N(&]F
M(&]R('5S92!O9B!A;GD@<V]U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@:6YS
M=&%L;&5D+"!M;W5N=&5D+"!A='1A8VAE9"!O<B!C87)R:65D(&EN(&]R(&)Y
M(&%N>2!S;W5N9"!T<G5C:R!I<R!F=7)T:&5R(')E<W1R:6-T960Z/"]S<&%N
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#$N
MPJ#"H,*@5VET:&EN('1H92!#96YT<F%L($)U<VEN97-S($1I<W1R:6-T+"!A
M86YY('1I;64[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
```

```
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,R(^
MPJ#"H,*@,B["H,*@PJ!5<&]N($AO;&QY=V]O9"!";W5L979A<F0@8F5T=V5E
M;B!697)M;VYT($%V96YU92!A;F0@3&$@0G)E82!A="!A;GD@=&EM93L\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ S+L*@PJ#"
MH%5P;VX@5VEL<VAI<F4@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#0NPJ#"H,*@57!O
M;B!3=6YS970@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#4NPJ#"H,*@57!O;B!6:6YE
M(%-T<F5E="!A="!A;GD@=&EM93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPS(C["H,*@PJ V+L*@PJ#"H%5P;VX@86YY('-T<F5E="!B971W
M965N('1H92!H;W5R<R!O9B T.C,P(' N;2X@86YD(#DZ,# @82YM+B!O9B!T
M:&4@9F]L;&]W:6YG(&1A>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPS(C["H,*@PJ W+L*@PJ#"H%5P;VX@86YY('-T<F5E="!O;B!A;GD@
M4W5N9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@8VQA<W,](D%R=&EC
M;&4B/CQD:78^/&$@;F%M93TB2D11?0S$Q038B(&ED/2)*1%]#,3%!-B(@=&ET
M;&4](D,Q,4$V(B O/D%25$E#3$4@-CQB<B O/D=%3D5204P@3D])4T4\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@8VQA<W,](D%N86QY<VES(CY396-T:6]N/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$V
M+C QPJ#"H,*@3&]U9"P@56YN96-E<W-A<GD@86YD(%5N=7-U86P@3F]I<V4N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C8B("\^/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%]#,3%!-B(@:60](D%$
M2D1?,3$V+C Q+B(@=&ET;&4](C$Q-BXP,2XB("\^4T5#+B Q,38N,#$NPJ @
M3$]51"P@54Y.14-%4U-!4ED@04Y$(%5.55-504P@3D])4T4N/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H$YO='=I=&AS=&%N9&EN9R!A;GD@;W1H
M97(@<')O=FES:6]N<R!O9B!T:&ES(&-H87!T97(@86YD(&EN(&%D9&ET:6]N
M('1H97)E=&\L(&ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N
M('1O('=I;&QF=6QL>2!M86ME(&]R(&-O;G1I;G5E+"!O<B!C875S92!T;R!B
M92!M861E(&]R(&-O;G1I;G5E9"P@86YY(&QO=60L('5N;F5C97-S87)Y+"!A
M;F0@=6YU<W5A;"!N;VES92!W:&EC:"!D:7-T=7)B<R!T:&4@<&5A8V4@;W(@
M<75I970@;V8@86YY(&YE:6=H8F]R:&]O9"!O<B!W:&EC:"!C875S97,@9&ES
M8V]M9F]R="!O<B!A;FYO>6%N8V4@=&\@86YY('")E87-O;F%B;&4@<&5R<V]N
M(&]F(&YO<FUA;"!S96YS:71I=F5N97-S(')E<VED:6YG(&EN('1H92!A<F5A
M+L*@(%1H92!S=&%N9&%R9"!W:&EC:"!M87D@8F4@8V]N<VED97)E9"!I;B!D
M971E<FUI;FEN9R!W:&5T:&5R(&$@=FEO;&%T:6]N(&]F('1H92!P<F]V:7-I
M;VYS(&]F('1H:7,@<V5C=&EO;B!E>&ES=',@;6%Y(&EN8VQU9&4L(&)U="!N
M;W0@8F4@;&EM:71E9"!T;RP@=&AE(&9O;&QO=VEN9SH\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4:&4@;&5V
M96P@;V8@;F]I<V4[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,B(^PJ#"H,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@;F%T=7)E(&]F('1H92!N
M;VES92!I<R!U<W5A;"!O<B!U;G5S=6%L.SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H%=H971H97(@=&AE(&]R
M:6=I;B!O9B!T:&4@;F]I<V4@:7,@;F%T=7)A;"!O<B!U;FYA='5R86P[/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&0IPJ#"
MH,*@5&AE(&QE=F5L(&%N9"!I;G1E;G-I='D@;V8@=&AE(&)A8VMG<F]U;F0@
M;F]I<V4L(&EF(&%N>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(DPR(C["H,*@PJ H92G"H,*@PJ!4:&4@<')O>&EM:71Y(&]F('1H92!N;VES
M92!T;R!R97-I9&5N=&EA;"!S;&5E<&EN9R!F86-I;&ET:65S.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B
M/L*@PJ#"H"AF*<*@PJ#"H%=H971H97(@=&AE(&YA='5R92!O9B!T:&4@>F]N
M:6YG(&1I<W1R:6-T(&9R;VT@=VAI8V@@=&AE(&YO:7-E(&5M86YA=&5S('!E
M<FUI=',@=&AE(&=E;F5R871I;VX@;V8@<W5C:"!N;VES93L\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9RG"H,*@PJ!792!N
M;W0@=&AE(&YO:7-E(&ES(&1E<VEG;F5D(&9O<B!A('-H;W)T(&1U<F%T:6]N
M+"!H;W<@;&]N9R!T:&4@;F]I<V4@:7,@97AP96-T960@=&\@8V]N=&EN=64[
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&@I
MPJ#"H,*@5&AE(&YU;6)E<B!O9B!P97)S;VYS(&%F9F5C=&5D(&)Y('1H92!N
M;VES93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@
M<75I970@;V8@86YY(&YE:6=H8F]R:&]O9"!O<B!W:&EC:"!C875S97,@9&ES
M8V]M9F]R=%M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&0IPJ#"H,*@5&AE
M(&QE=F5L(&%N9"!I;G1E;G-I='D@;V8@=&AE(&)A8VMG<F]U;F0@;F]I<V4L
M(&EF(&%N>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ H92G"H,*@PJ!4:&4@<')O>&EM:71Y(&]F('1H92!N;VES92!T;R!R
M97-I9&5N=&EA;"!S;&5E<&EN9R!F86-I;&ET:65S.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&8IPJ#"H,*@5VAE
M=&AE<B!T:&4@;F%T=7)E(&]F('1H92!Z;VYI;F<@9&ES=')I8W0@9G)O;2!W
M:&EC:"!T:&4@;F]I<V4@96UA;F%T97,@<&5R;6ET<R!T:&4@9V5N97)A=&EO
```

```
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&<IPJ#"H,*@5&AE(&1E;G-I
M='D@;V8@=&AE(&EN:&%B:71A=&EO;B!O9B!T:&4@87)E82!W:71H:6X@=VAI
M8V@@=&AE(&YO:7-E(&5M86YA=&5S+SPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#(B/L*@PJ#"H"AH*<*@PJ#"H%1H92!T:6UE(&]F('1H92!D
M87D@86YD(&Y!9VAT('1H92!N;VES92!O8V-U<G,[/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
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M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&D!PJ#"H,*@5&AE(&1U<F%T
M:6]N(&]F('1H92!N;VES93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4]](FUA<F=I;BUB;W1T;VT],3!P=")(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPR(C["H,*@PJ H:BG"H,*@PJ!7:&5T:&5R('1H92!N;VES92!I<R!R
M96-U<G)E;G0L(&EN=&5R;6ET=&5N="P@;W(@8V]N<W1A;G0[(&%N9#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
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MH%=H971H97(@=&AE(&YO:7-E(&ES('!R;V1U8V5D(&)Y(&$@8V]M;65R8VEA
M;"!O<B!N;VYC;VUM97)C:6%L(&%C=&EV:71Y+CPO9&EV/CPO9&EV/CQD:78@
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;H#PO9&EV/CPO9&EV/CPO8F]D>3X\+VAT;6P^

end
```

E,

Great talking to you. I appreciate your assistance. Here are the list of items we discussed to follow up on.

- HED Task Force, August 20, 2015. SOW: 1700 in Hollywood Roll Call Room
- Meeting with City Attorney and owners of the Supper Club on August 19, 1130 Hours, @ Hollywood Station, Captain's office.
- Procure a Noise measuring meter device for Hollywood HED unit. (Chris Waters)
- Send me information on citing procedures for noise related sections.

- Also need to determine property line for Cashmere Night Club to determine if we meet the 150 noise threshold in a residential area.
- Lastly, the four locations we can use your team's assistance with are: 1. The Supper Club, 2. The Play House, 3. The Hollywood Hookah Lounge, and 4. The Cashmere Night Club.

Thanks again, I will talk to you tomorrow.

Alex

-

Lieutenant Alex Baez
Hollywood Entertainment District
(323) 464-1402
"One Team, All In"

>>> <33733@lapd.lacity.org> 8/11/2015 9:37 AM >>>

```
M<FEF.V9O;G0M<VEZ93HX<'0[8V]L;W(Z9W)A>3MT97AT+61E8V]R871I;VXZ
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M96QV971I8V$L('-A;G,M<V5R:68[9F]N="US:7IE.CAP=#MC;VQO<CIB;&%C
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M="UF86UI;'DZ87)I86PL(&AE;'9E=&EC82P@<V%N<RUS97)I9CMF;VYT+7-I
M>F4Z.'!T.V-O;&]R.F=R87D[;6%R9VEN+7)I9VAT.C$P<'@[;6%R9VEN+71O
M<#HQ<'@[;6%R9VEN+6)O=&1O;3HQ<'@[?0T*82YL:RUF;VQK+7!O<'5P('MF
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M;'DZ=&EM97,@;F5W(')O;6%N.V9O;G0M<VEZ93HQ,W!X.V-O;&]R.B-F9C P
M,# [=&]P.BTW<'@[=&5X="UD96-O<F%T:6]N.FYO;F4[?0T*<W!A;BYYC<RUF
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M,C5I;CL@;6%R9VEN+7)I9VAT.B P+C(U:6X[(&UA<F=I;BUT;W Z(#!I;CL@
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M('1H870@9'5R:6YG('=H:6-H('1H92!M96%S=7)E;65N="!I<R!T86ME;B!O
M9B!T:&4@<&%R=&EC=6QA<B!N;VES92!S;W5R8V4@8F5I;F<@;65A<W5R960N
M(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$$U-BPS-C,L($5F9BX@,R\R
M.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C[":H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"H"AB*<*@PJ#"H.* G#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^0V]M;65R8VEA;"!0=7)P;W-E/"]S<&%N
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(C[B@)T@:7,@=&AE('5S92!P@;W!E<F%T:6]N+"!O<B!M86EN=&5N86YC92!O
M9B!A;GD@<V]U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@9F]R('1H92!P=7)P
M;W-E(&]F(&%D=F5R=&ES:6YG(&%N>2!B=7-I;F5S<RP@9V]O9',',L(&]R('-E
M<G9I8V5S+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@871T<F%C=&EN9R!T:&4@
M871T96YT:6]N(&]F('1H92!P=6)L:6,@=&\@<&%D=F5R=&ES:6YG(&9O<BP@
M;W(@<V]L:6-I=&EN9R!P871R;VYA9V4@;W(@8W5S=&]M97)S('1O(&]R(&9O
M<B!A;GD@<&5R9F]R;6%N8V4L('-H;W<L(&5N=&5R=&%I;FUE;G0L(&5X:&EB
M:71I;VXL(&]R(&5V96YT+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@9&5M;VYS
M[illegible]')A=&EN9R!S=6-H('-O=6YD(&5Q=6EP;65N="X@/"]S<&%N/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@
M8GD@3W)D+B!!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(&-L87-S/2),,B(^PJ#"H,*@*&,IPJ#"
MH,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY$96-I8F5L/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(C[B@)T@*&1"*2!I<R!A('5N:70@;V8@;&5V
M96P@=VAI8V@@9&5N;W1E<R!T:&4@<F%T:6\@8F5T=V5E;B!T=V\@*I('%U
M86YT:71I97,@=VAI8V@@87)E('!R;W!O<G1I;VYA;"!T;R!P;W=E<CL@=&AE
M(&YU;6)E<B!O9B!D96-I8F5L<R!C;W)R97-P;VYD:6YG('1O('1H92!R871I
M;R!O9B!T=V\@*#(I(&%M;W5N=',@;V8@<&]W97(@:7,@,3 @=&EM97,@=&AE
M97,@=&AE(&QO9V%R:71H;2!T;R!T:&4@8F%S92 H,3 I(&]F('1H:7,@<F%T
M:6\N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F9BX@
M,R\R.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S
M<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H.* G#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^16UE<F=E;F-Y(%=O<FL\+W-P86X^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@
M;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/N* G2!I<R!W;W)K(&UA9&4@;F5C97-S87)Y('1O(')E<W1O<F4@<')O<&5R
M='D@=&\@82!S869E(&-O;F1I=&EO;B!F;VQL;W=I;F<@82!P=6)L:6,@8V%L
M86UI='D@;W(@=V]R:R!R97%U:7)E9"!T;R!P<F]T96-T('!E<G-O;G,@;W(@
M<')O<&5R='D@9G)O;2!A;B!I;6UI;F5N="!O<W5R92!T;R!D86YG97(L
M(&]R('=O<FL@8GD@<')I=F%T92!O<B!P=6)L:6,@=71I;&ET:65S('=H96X@
M<F5S=&]R:6YG('5T:6QI='D@<V5R=FEC92X@/"]S<&%N/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@
M3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&4IPJ#"H,*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CY);7!U;'-E(&-O;G1R;VP@=&5C:&YO;&]G>3PO<W!A;CX\<W!A;B!S='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^X9"!I<R!S;W)R
M=&!D=7)A=&EO;BP@=7-E9"!L97-S('1H86X@;VYE('-E8V]N9"P@=VET
M:"!A;B!A8G)U<'0@;VYS970@86YD('")A<&ED(&1E8V%Y+B!">2!W87D@;V8@
M97AA;7!L92#B@)P\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B
M;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!I;FQI;F4[(CYI;7!U;'-E(&-O;<V]U;F0\+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!S
M:&%L;"!I;F-L=61E+"!B=70@<VAA;&P@;F]T(&)E(&QI;6ET960@=&\L(&5X
M<&QO<VEO;G,L(&UU<VEC86P@8F%S92!D<G5M(&)E871S+"!O<B!T:&4@9&ES
M8VAA<F=E(&]F(&9I<F5A<FUS+B \+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH06UE;F1E9"!B>2!/<F0N($YO
M+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(CX\W!A;CX@PJ#"H"H@H9BG"H,*@PJ#B@)P\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/DUO=&]R
M(%9E:&EC;&4\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/N* G2!I;F-L=61E<RP@8G5T('-H86QL(&YO="!B
M92!L:6UI=&5D('1O+"!A=71O;6]B:6QE<RP@=')U8VMS+"!M;W1O<F-Y8VQE
M<RP@;6EN:6)I:V5S(&%N9"!G;RUC87)T<RX@/"]S<&%N/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@
M3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&<IPJ#"H,*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CY.;VYC;VUM97)C:6%L(%!U<G!O<V4\+W-P86X^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!I<R!I;T:&4@=7-E
M+"!O<&5R871I;VXL(&]R(&UA:6YT96YA;F-E(&]F(&%N>2!S;W5N9"!E<75I
M<&UE;G0@9F]R(&]T:&5R('1H86X@82!C;VUM97)C:6%L('!U<G!O<V4N("!U
M@)TN(.* G$YO;F-O;6UE<F-I86P@<'5R<&]S92* G2!S:&%L;"!M96%N(&%N
M9"!I;F-L=61E+"!B=70@<VAA;&P@;F]T(&)E(&QI;6ET960@=&\L('1H92!U
M;G1H<F]P:6,L(&-H87)I=&%B;&4L(&5D=6-A=&EO;F%L+"!P;VQI=&EC86PL
M92!P=7)P;W-E<RX@/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V
M,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/CPO<W!A;CX\+W-P86X^/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,B(^PJ#"H,*@*&@IPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(CY/=VYE<CPO<W!A;CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&UE86YS(&%N
M>2!P97)S;VXL(&9I<FTL(&-O<G!O<F%T:6]N+"!O<B!A<W-O8VEA=&EO;B!E
M;F=A9V5D(&EN(&$@8F]T:"!C;W)P;W)A=&EO;B!A;F0@82!P87)T;F5R<VAI
M<"!O9B!W:&EC:"!T:&4@;W=N97(@=&AE('!R;W!E<G1Y('1O('=H:6-H(&ES
M('1H92!S;W5R8V4@;V8@<V]U;F0@9V5N97)A=&EO;BP@:6YC;'5D:6YG(&%N
M>2!P87)T;F5R+"!J;VEN="!V96YT=7)E<BP@8V]R<&]R871I;VXL(&%S<V]C
M:6%T:6]N+"!O<B!S=6-C97-S;W(N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N
M=&5R(&]W;F5R<VAI<"!O9B!T:&4@<')O<&5R='DN(#PO<W!A;CX\<W!A;B!S
M9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=
M('1H86X@82!C;VUM97)C:6%L('!U<G!O<V4N("!U@)TN(.* G$YO;F-O;6UE
M<F-I86P@<'5R<&]S92* G2!S:&%L;"!M96%N(&%N9"!I;F-L=61E+"!B=70@
M<VAA;&P@;F]T(&)E(&QI;6ET960@=&\L('1H92!U;G1H<F]P:6,L(&-H87)I
M=&%B;&4L(&5D=6-A=&EO;F%L+"!P;VQI=&EC86PL92!P=7)P;W-E<RX@/"]S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R
M+BD\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/CPO<W!A;CX\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&DIPJ#"
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&UE86YS(&%N>2!P97)S
M;VXL(&9I<FTL(&-O<G!O<F%T:6]N+"!O<B!A<W-O8VEA=&EO;B!E;F=A9V5D
M(&EN(&$@8F]T:"!C;W)P;W)A=&EO;B!A;F0@82!P87)T;F5R<VAI<"!O9B!W
M:&EC:"!T:&4@;W=N97(@=&AE('!R;W!E<G1Y('1O('=H:6-H(&ES('1H92!S
M;W5R8V4@;V8@<V]U;F0@9V5N97)A=&EO;BP@:6YC;'5D:6YG(&%N>2!P87)T
```

```
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U
M-BPS-C,L($5F9BX@,R\R.2\X,BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AI*<*@PJ#"H.* G#QS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4&5R<V]N/"]S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(C[B@)T@:7,@82!P97)S;VXL(&9I<FTL(&%S<V]C:6%T:6]N+"!C;RUP
M87)T;F5R<VAI<"P@:F]I;G0@=F5N='5R92P@8V]R<&]R871I;VXL(&]R(&%N
M>2!E;G1I='DL('!R:79A=&4@;W(@<'5B;&EC(&EN(&YA='5R92X@/"]S<&%N
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"
MH,*@*&HIPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY3;W5N9"!!;7!L:69I8V%T:6]N($5Q=6EP;65N=#PO
M;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^XH"=(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F
M9BX@,R\R.2\X,BXI(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^:7,@86YY(&UA8VAI;F4@;W(@9&5V:6-E
M(&9O<B!T:&4@86UP;&EF:6-A=&EO;B!O9B!T:&4@:'5M86X@=F]I8V4L(&UU
M<VEC(&]R(&%N>2!O=&AE<B!S;W5N9"P@8GD@96QE8W1R;VYI8R!M96%N<RX@
M.CPO<W!A;CX\+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=",(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&DIPJ#"H,*@XH"<(&)O
MH,*@PJ Q+L*@PJ#"H$%U=&]M;V)I;&4@<&%R=',@<W1O<F4@;W(@96QE8W1R
M<R!O<B!T96QE=FES:6]N(')E<&%I<B!S:&]P(&]R('-E<G9I8V4@87)E87)D
M(&]N;'D@8GD@=7-E(&]F('!R;W!E<G1Y(&]W;F5R(&]R(&]C8W5P86YT+B!W
M:"!T:&4@<V%M92!I<R!L;V-A=&5D(&%N9"!W:&5N+"!B=6EL9&EN9W,@86YD
M.B(!T:&4@<V%M92!I<R!L;V-A=&5D(&%N9"!W:&5N+"!B=6EL9&EN9W,@86YD
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,B(^PJ#"H,*@,B["H,*@PJ!2861I;RP@<W1E<F5O('!L
M87EE<G,L('!H;VYO9W)A<&AS(&]R(&1I<V-O=F5R:6YG(&QI9VAT<R!T;RU
M960@:6X@86YY(&AO=7-E(&]R(&%P87)T;65N="!W:71H:6X@86YY(')E<VED
M96YT:6%L('IO;F4@;W(@=VET:&EN(#4P,"!F965T('1H97)E;V8N/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,R(^PJ#"H,*@,R["H,*@PJ!787)N:6YG(&1E=FEC97,@;VX@96UE<F=E;F-Y
M('9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B
M/L*@PJ#"H#0NPJ#"H,*@2&]R;G,@;W(@;W1H97(@=V%R;FEN9R!D979I8V5S
M(&%U=&AO<FEZ960@8GD@;&%W(&]N(&%N>2!V96AI8VQE('=H96X@=7-E9"!F
M;W(@=')A9F9I8R!P=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=D"(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:RG"H,*@PJ#B@)P\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E-O=6YD($QE=F5L/"]S<&%N
M/CQS<&%N('-T>6QE/2)F;VYT+W=E:6=H=#IN;W)M86PB/CQS<&%N(&%U9&EO
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(C[B@)T@*$YO:7-E(&QE=F5L*2!I;B!D96-I8F5L<R H9$(I(&ES('1H92!S
M;W5N9"!M96%S=7)E9"!W:71H('1H92#B@)Q!XH"=('=E:6=H=&EN9R!A;F0@
M<VQO=R!R97-P;VYS97,@8GD@82!S;W5N9"!L979E;"!M971E<CL@97AC97!T
M(&9O<B!I;7!U;'-E(&9O;W(@<F%P:61L>2!V87)Y:6YG('-O=6YD<RP@=&AE
M(&9A<W0@<F5S<&]N<V4@<VAA;&P@8F4@=7-E9"X@/"]S<&%N/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#IN;W)M86PB/CQS<&%N(&%U9&EO/"]D:78^/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&PIPJ#"
MH,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY3;W5N9"!,979E;"!-971E<CPO<W!A;CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(C[B@)T@;65A;G,@86X@:6YS=')U;65N="!F;W(@=&AE(&UE
M87-U<F5M96YT(&]F('-O=6YD(&QE=F5L<RP@=VAI8V@@<VAA;&P@8F4@=&AE
M(&QA=&5S="!V97)S:6]N(&]F('1H92!!;65R:6-A;B!.871I;VYA;"!3=&%N
M9&%R9"!3<&5C:69I8V%T:6]N(&9O<B!3;W5N9"!,979E;"!-971E<G,@*$%.
M4TD@4S$N-"DL(&]R(&ET<R!S=6-C97-S;W(L(&%N9"!S:&%L;"!B92!A="!L
M96%S="!A(%1Y<&4@,B!S;W5N9"!L979E;"!M971E<B!O<B!B971T97(N(%1H
M92!S;W5N9"!L979E;"!M971E<B!S:&%L;"!B92!C86QI8G)A=&5D(&%N9"!U
M<V5D(&EN(&%C8V]R9&%N8V4@=VET:"!T:&4@;6%N=69A8W1U<F5R)W,@<W!E
M8VEF:6-A=&EO;G,N/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C
M;&%S<STB3#,B/L*@PJ#"H#0NPJ#"H,*@2&]R;G,@;W(@;W1H97(@=V%R;FEN
M9R!D979I8V5S(&%U=&AO<FEZ960@8GD@;&%W(&]N(&%N>2!V96AI8VQE('=H
M96X@=7-E9"!F;W(@=')A9F9I8R!P=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P=D"(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H;2G"H,*@PJ#B@)P\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E-O=6YD($QE
M=F5L/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IN;W)M86PB/CQS
M<&%N(&%U9&EO/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"
MH,*@*&T!PJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ(&]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY3;W5N9"!4<G5C:SPO<W!A;CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES(&%N>2!M
M;W1O<B!V96AI8VQE+"!O<B!A;GD@;W1H97(@=F5H:6-L92!R96=A<F1L97-S
M(&]F(&UO=&EV92!P;W=E<BP@=VAE=&AE<B!I;B!M;W1I;VX@;W(@<W1A=&EO
M;F%R>2P@=VAI8V@@8V%R<FEE<RP@:7,@97%U:7!P960@=VET:"P@;W(@=VAI
M8V@@:&%S(&UO=6YT960@=&AE<F5O;BP@;W(@871T86-H960@=&AE<F5T;RP@
M86YY('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT+B \+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ(&]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH06UE;F1E
M9"!B>2!/<F0N($$YO+B Q-38L(8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),87-T+4QE=F5L(CX\9&EV(&-L87-S
M/2),.#(^<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CH@;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXH92D\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M93LB/E-U<'!L96UE;G1A;"!R96=U;&%T:6]N<SPO<W!A;CX\<W!A;B!S='EL
M<FUA;#MT97AT+61E8V]R871I;VXZ(&YO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M<FUS/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^XNPJ @1&5F:6YI=&EO;G,N/"]S<&%N/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M(&YO=")D969I;F5D(&AE<F5I;BP@=&AE(&9O;&QO=VEN9R!T97)M<R!S:&%L
M97)E:6X@;W(@=&AE('-A;64@;65A;FEN9R!A<R!D969I;F5D(&EN($-H87!T
M97)R(#$U(&]F('1H:7,@8V]D92!O<B!I;G1E<G!R971A=&EO;B!O9B!T:&4@
M8V]N=&5X="!T:&%T(&%P<&QI97,@=&\@=&AE('-U8FIE8W0@;6%T=&5R+B \
M+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,B(^PJ#"H,*@XH"<4W1A=&EO;F%R>2!S;W5N9"!S;W5R
M8V4@=&AE(&9O;&QO=VEN9R!T97)M<R!S:&%L;"!H879E('1H92!M96%N:6YG
M<R!A<W-I9VYE9"!B>2!T:&ES(&-O9&4Z(&5X8V5P="!A<R!O=&AE<G=I<V4@
M9&EV(&-L87-S/2),.#(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.W1E>'0M9&5C;W)A=&EO;CH@;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH9BD\
M+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CH@;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CX\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@XH"<4V5M:2!T<F%I;&5R
M(&]R('1R86EL97(@=VAI8V@@:7,@97%U:7!P960@=VET:"!S;W5N9"!A;7!L
M:69Y:6YG(&5Q=6EP;65N="P@=VAE=&AE<B!I;B!M;W1I;VX@;W(@<W1A=&EO
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=C["H,*@PJ H82G"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS
M-C,L($5F9BX@,R\R.2\X,BXIPJ @/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY!;GD@<V]U;F0@;&5V96P@
M;65A<W5R96UE;G0@;6%D92!P=7)S=6%N="!T;R!T:&4@<')O=FES:6]N<R!O
M9B!T:&ES(&-H87!T97(@<VAA;&P@8F4@;65A<W5R960@=VET:"!A('-O=6YD
M(&QE=F5L(&UE=&5R('5S:6YG('1H92#B@)Q!XH"=('=E:6=H=&EN9R!A;F0@
M<F5S<&]N<V4@87,@:6YD:6-A=&5D(&EN(%-E8W1I;VX@,3$Q+C Q*&LI(&]F
M('1H:7,@87)T:6-L92X\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H$5X8V5P=="!W:&5N(&EM<')A8W1I8V%L+"!T:&4@;6EC<F]P:&]N
M92!S:&%L;"!B92!L;V-A=&5D(&9O=7(@=&\@9FEV92!F965T(&%B;W9E('1H
M92!G<F]U;F0@86YD('1E;B!F965T(&]R(&UO<F4@9G)O;2!T:&4@;F5A<F5S
M/2!R969L96-T:79E('-U<F9A8V4NPJ @2&]W979E<BP@:6X@=&AE(&AO<V4@
M97,@=VAE<F4@86YY(&5N=&ER92!B96EN9R!M96%S=7)E9"!I;B!O<F1E<BP@
M871E9"P@=&AE(&QA='1E<B!S:&%L;"!B92!U=&EL:7IE9"X\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P=";^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78^PJ#"H,*@26YT97)I;W(@<VEG;F%L('!R;V1U8W1S
M<W5R96UE;G1S('-H86QL(&)E('UA9&4@870@82!P;VEN="!A="!L96%S="!F
M;W5R(&9E970@9G)O;2!T:&4@=V%L;"P@8V5I;&EN9RP@;W(@9FQO;W(@;F5A
M<F5S="!T:&4@;F]I<V4@<V]U<F-E+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=C["H,*@PJ!#86QI8G)A=&EO;B!O9B!T:&4@<V]U;F0@;&5V96P@;65T97(L
M('5T:6QI>FEN9R!A;B!A8V]U<W1I8R!C86QI8G)A=&]R(&]R('-I;6EL87(E
M<F9O<FUE9"!I;6UE9&EA=&5L>2!P<FEO<B!T;R!A;F0@9F]L;&]W:6YG('-O
M=6YD(&QE=F5L(&1A=&$@<F5A9&EN9W,@:6X@=&AE(&UE87-U<F5M96YT(&]F
M('1H92!L979E;"!O9B!A;GD@9W1I8W5L87(@;F]I<V4@<V]U<F-E+B!A(&UE
M960@<VAA;&P@8F4@=&%K96X@:6X@96%C:"!O9B!T:&4@;65A<W5R
M87-U<F5M96YT<R!T86ME;B!A="!A(&=I=F5N(&QO8V%T:6]N+B!A(&1I<W1A
M(&=I=F5N('1I;64@<&5R:6]D+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,'!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["
MH,*@PJ H8BG"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPS-C,L($5F
M9BX@,R\R.2\X,BXI(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
```

```
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^5VAE<F4@=&AE('-O=6YD(&%L;&5G960@
M=&\@8F4@;V9F96YD:6YG(&ES(&]F(&$@='EP92!O<B!C:&%R86-T97(@<V5T
M(&9O<G1H(&)E;&]W+"!T:&4@9F]L;&]W:6YG('9A;'5E<R!S:&%L;"!B92!A
M9&1E9"!T;R!T:&4@<V]U;F0@;&5V96P@;65A<W5R96UE;G0@;V8@=&AE(&]F
M9F5N9&EN9R!N;VES93H\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),,B(^/&1I=B!S='EL93TB(CX-"@D)"0D)"0D)"0DQ+L*@(,*@
MPJ#"H$5X8V5P=&!F;W(@;F]I<V4@96UA;F%T:6YG(&9R;VT@86YY(&5L96-T
M<FEC86P@=')A;G-F;W)M97(@;W(@9V%S(&UE=&5R:6YG(&%N9"!P<F5S<W5R
M92!C;VYT<F]L(&5Q=6EP;65N="!E>&ES=&EN9R!A;F0@:6YS=&%L;&5D('!R
M:6]R('1O('1H92!E9F9E8W1I=F4@9&%T92!O9B!T:&4@;W)D:6YA;F-E(&5N
M86-T:6YG('1H:7,@8VAA<'1E<BP@86YY('-T96%D>2!T;VYE('=I=&@@875D
M:6)L92!F=6YD86UE;G1A;"!F<F5Q=65N8WD@;W(@;W9E<G1O;F5S(&AA=F4@
M,C P($AZPJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]('FUA<F=I;BUB;W1T;VT],3!P=")(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(CX\9&EV('-T>6QE/2(B/@T*"0D)"0D)"3(NPJ @4F5P
M96%T960@:6UP=6QS:79E(&YO:7-E PJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]('FUA<F=I
M;BUB;W1T;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(CX\9&EV('-T>6QE/2(B/@T*"0D)
M"0D)"3,NPJ @PJ#"H,*@3F]I<V4@;V-C=7)R:6YG(&UO<F4@=&AA;B U
M(&)U="!L97-S('1H86X@,34@;6EN=71E<R!I;B!A;GD@<&5R:6]D(&]F(#8P
M(&-O;G-E8W5T:79E(&UI;G5T97,@8F5T=V5E;B!T:&4@:&]U<G,@;V8@-SHP
M,"!A+FTN(&%N9" Q,#HP,"!P+FTN(&]F(&%N>2!D87G"H,*@PJ M-3PO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/CQD:78@<W1Y
M;&4](B(^#0H)"0D)"0D)-"["H"!.;VES92!O8V-U<G)I;F<@9FEV92!M
M:6YU=&5S(&]R(&QE<W,@:6X@86YY('!E<FEO9"!O9B V,"!C;VYS96-U=&EV
M92!M:6YU=&5S+"!B971W965N('1H92!H;W5R<R!O9B W.C P(&$N;2X@86YD
M(#$P.C P(' N;2X@;V8@86YY(&1A><*@PJ#"H"TU/"]D:78^/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD
M960@8GD@3W)D+B!!.;RX@,38Q+#4W-"P@169F+B Y+S@O,#8N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4]('FUA<F=I;BUB;W1T;VT],3!P=")(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@*&,IPJ#"H,*@1F]R('1H
M;W-E(&-A<V5S('=H97)E(&%N(&]B:F5C=&EO;F%B;&4@;F]I<V4@:7,@8VQE
M87)L>2!A=61I8FQE+"!B=70@=VAE<F4@=&AE(&QE=F5L(&%N9"%M8FEE;G0@
M;F]I<V4@9&]E<R!N;W0@<&5R;6ET(&1I<F5C="!Q=6%N=&ET:79E('-O=6YD
M(&QE=F5L(.* G$'B@)T@;65A<W5R96UE;G1S(&]F('1H92!O8FIE8W1I;VYA
M8FQE(&YO:7-E+"!S;W5N9"!M96%S=7)E;65N=',@;6%Y(&)E('!E<F9O<FUE
M9"!U=&EL:7II;F<@86X@;V-T879E(&)A;F0@<V]U;F0@86YA;'EZ97(@=&\@
M9&5T97)M:6YE('-O=6YD(&QE=F5L(.* G$'B@)T@;&EM:71S(&%S(&EN9&EC
M871E9"!I;B!T:&4@5&%B;&4@22!B96QO=R[!"H"!4:&ES('1A8FQE(&ES('5S
M960@=&\@8V]N=F5R="!T:&4@<V]U;F0@<')E<W-U<F4@;&5V96P@;65T97(@
M<F5A9&EN9W,@:6X@9$(H@9F]R(&5A8V@@8F%N9"!T;R!34$P@:6X@9$(H02D@
M9F]R(&5A8V@@8F%N9"X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],"!P=")(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^/&1I=B!S
M='EL93TB=&5X=")UA;&EG;CIC96YT97([(CX\82!N86UE/2)*1%\Q,3$N,#)4
M(B!I9#TB2D1?,3$Q+C R5"(@=&ET;&4](C$Q,2XP,E0B("\^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;##MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY404),12!)/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;";"U,979E
M;"(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X=")UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^3T-404=6%
M($)!3D0@3D])4T4%,5453($-/4E)%)%4U!/3D1)3D<@5$\@4T]53D0@3$$$56
M14P@XH"<0>* G2!604Q515,\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M=&]M/3$P<'0B/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M=&]M/3$P<'0B/'1A8FQE
M(&-E;&QS<&%C:6YG/2(P(B!S='EL93TB8F]R9&5R+6-O;&QA<'-E.B!C;VQL
M87!S93MM87)G:6XM;&5F=#H@82!B>7P@,C)I;CMM87)G:6XM<FEG:'0Z(&)XP
M861D:6YG+6)O='1O;2!P.BXP+"VEN.V)U;969O<F4Z;F]N93MD:7-P;&%Y.B!P
M,# P,# [<&%D9&EN9RUT;W Z,"XP+VEN.W-B87)D97(Z(&)U=#MW Z,2XU<'0@
M:60@(S P,# P,#MP861D:6YG+7)I9VAT.C N,'!I;CMB;W)D97(M<FEG:'0Z
M,2XU<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C!I;CMH96EG
M9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/'1R/CQT9"!C;VQS
M<&%N/2(Q(B!R;W=S<&%N/2(Q(B!S='EL93TB=VED=&@Z,3 P)3MB;W)D97(M
M+C$N,S,S,S,S,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ
M+S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M+C$N,S,S,S,S,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ
M+S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M+C$N,S,S,S,S,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ
M+S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M+C$N,S,S,S,S,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ
M+S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M,S,S,S,S,V<'@B(F-O;&]R.B C,# P,# P.W1E>'0M86QI9VXZ+C$N,S,S,S,S
M=#HP+C S:6X[8F]R9&5R+7)I9VAT.C$N-7!T('-O;&ED(",P,# P,# [<&%D
M9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@
M(S P,# P,#LB/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S
M,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S,S-G!X(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S
M,S,S-G!X(B O/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P
M,# P.R(^/&1I=CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/E-O=6YD($QE=F5L/"]S<&%N/CPO9&EV/CPO=&0^/"1D(&-O
M;'-P86X](CDB('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M
M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=B!S='EL93TB=&5X=&UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL
M93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/D]C=&%V92!";&%N
M(%-O=6YD(%!R97-S=7)E($QE=F5L+"!!D0B!R92 N,# P,B!D>6YE+V-M/"]S
M<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[=&5R=&EC86PM86QI9VXZ
M('-U<&5R.V1I<W!L87DZ(&EN;&EN93MF;VYT+7-I>F4Z.7!T.R(^,CPO<W!A
M;CX\+V1I=CX\+V1I=CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.VVQD.VYO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9FQO
M.F$[(CY/8W1A=F4@0F%N9"!#96YT97(@1G)E<75E;F-Y(&EN($AZ/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\=&(^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[=&5X=&EN93H@;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CY$(%-T;W!S(&%N9"!M=6QT:7!L97,@;V8@,3PO<W!A;CX\+V1I
M=CX\+V1I=CX\=&0@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[=&5X=&EN
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(C[B@)Q!XH"=/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/"1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP
M861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R+6)O='1O;3HQ+C5P=")!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXS,2XU/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P=")!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV,SPO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-5I;CMP861D
M:6YG+7)I9VAT.BXP-5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M<&%D9&EN9RUB;W1T;VTZ,"XP,W!X.VEN;&EN93MB;W1T;VTZ,2XU<'0@<V]L
M:60@(S P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^,3(U/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P=")!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXR-3 \+W-P86X^/"]D:78^
M/"]D:78^/"]T9#X\=&0@<W1Y;&4]<&%D9&EN9RUL969T.BXP-5I;CMP861D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=" !S;VQI9" C,# P,# P
M.W!A9&1I;F<M8F]T=&]M.C N,#-I;CMB;W)D97(M8F]T=&]M.C$N-7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C4P,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN
M.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,3 P,#PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^,C P,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP
M,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# P,#PO<W!A;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F
M=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P
M,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
```

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M>3H@:6YL:6YE.R(^.# P,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^
M/'1R/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,U/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-3@\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,#.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXU,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/C0R/"]S<&%N/CPO9&EV/CPO9&EV/CPO
M=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG
M:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S4\+W-P86X^/"]D
M:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS
M,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M=")US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C(Y/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^,"\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXR.#PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4]'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C(P
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2(^/"]T9#X\+W1R
M861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P
M;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,#LB/CQD:78^
```

```
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV,3PO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4T/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-#8\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!I;FQI;F4[(CXT,3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,W/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+710<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S0\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXS,3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/C(X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D
M('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W
M-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8F]R9&5R+710<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C4\+W-P86X^/"]D:78^/"]D
M:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN
M9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.V)O<F1E<BUT;W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXT-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6)O=')O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/C8T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN
M.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3@\+W-P86X^/"]D:78^/"]D:78^
M/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR
M:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M
M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB
M;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I
M=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXU,3PO<W!A;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6)O=')O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F
M=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P
M,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@
M;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/C0U/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
```

```
M>3H@:6YL:6YE.R(^-#(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS.3PO<W!A;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,V/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M,S,\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M=")!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXS,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A
```

```
M9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C<\
M+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,# P,# [8F]R
M9&5R+6QE9G0Z,7!T('-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S
M;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F=E
M;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IN;W)M86P[9F]N="US
M='EL93IN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-"4\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED("P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ<FEG:'0[(CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z;F]R;6%L.V9O;G0M<W1Y;&4Z;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4U/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3 \+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IN;W)M86P[9F]N="US='EL
M93IN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^-#(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I
M;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT
M;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P
M="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,# P
M,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT
M.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L
M:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#IN;W)M86P[
M9F]N="US='EL93IN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-C(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O
M;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED("P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#IN;W)M86P[9F]N="US='EL93IN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-SD\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7!T('-O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED("P,
M,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#IN;W)M86P[9F]N="US='EL93IN;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-S8\+W-P86X^/"]D:78^
M/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#IN;W)M86P[9F]N="US='EL93IN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-S<\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED("P,# P,# [8F]R9&5R
M(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C0T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-#$\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M&71I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXS.#PO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,U/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/'1D('-T>6QE/2)P861D
M:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M
M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P
M,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H
M=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW,#PO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8T/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W
M-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP
M861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL
M969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@
M(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([
M(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^-C \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I
M;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT
M;W Z+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E
M>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N
M;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/C4R/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^
M/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z
M+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R
M:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P
M,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#D\+W-P86X^
M/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXT-CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/"]P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/C0S/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN
M.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^
M/"]T9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV
M,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
```

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M(&EN;&EN93LB/C<S/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C@\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV-#PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8P
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-3<\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8Q
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE
```

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M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US=&EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4Q/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A
M9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M=")!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#@\
M+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S
M;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CXT-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N="US=&EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8U/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-S8\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C
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M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXW,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/C8X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"1D
M('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W
M-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M=")S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C4\+W-P86X^/"]D:78^/"]D
M:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN
M9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T
M=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^
M/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV,CPO<W!A
M;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP
M-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[
M<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED
M(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R
M.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/C4Y/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D
M:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M
M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P
M,# P.V)O<F1E<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H
```

```
M=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^-38\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXU,SPO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/'1D('-T>6QE/2(P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-S \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW.3PO<W!A;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C<V/"]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-S,\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(CXW,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8W/"]S<&%N/CPO9&EV/CPO9&EV/CPO
M=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG
M:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C,\+W-P86X^/"]D
M:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV
M,3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US:'EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C4X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/"]D:78^/"]D:78^/"]T
M9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW-3PO
M<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O
M;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C@T/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^.#$\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXW.#PO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N=&US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C<U/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-EN.W!A9&1I;F<M<FEG:'0Z+C W-EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-S(\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P=")S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P=")S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!I;FQI;F4[(CXV.3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M+S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!N;W)M86P[9F]N=&US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8V/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I
M;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C,\+W-P
M86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#HH@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CXV,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M+V1I=CX\+V1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@
MPJ#"H"AD*<*@PJ#"H$9O<B!T:&]S92!C87-E<R!W:&5R92!A('-O=6YD(&QE
M=F5L(&UE87-U<F5M96YT(&AA<R!B965N(&UA9&4@<'5R<W5A;G0@=&\@=&AE
M('!R;W9I<VEO;G,@;V8@=&AI<R!C:&%P=&5R(&%N9"!T=V\@;W(@;6]R92!P
M<F]V:7-I;VYS(&]F('1H:7,@8VAA<'1E<B!A<'!L>2P@=&AE('!R;W9I<VEO
M;B!E<W1A8FQI<VAI;F<@=&AE(&QO=V5R(&]E<&]R(&QO=V5S="!N;VES92!L979E
M;"P@<F5S<&5C=&EV96QY+"!S:&%L;"!B92!U<V5D+B \<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!9&1I=&EO;"!B>2!/<F0N
M($YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VTZ,3!P=" G:6YT97)T:6]N+7-P86-E.B!P<F4M=W)A<#L@
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P=" G:6YT
M+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2).;W)M
M:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q,2XP,RXP,RXQ-2)*1%\Q,3$N,#,N
M(B!T:71L93TB,3$Q+C S+B(@+SY314,N,#$Q,2XP,RR["H"!-24Y)355-($%-
M0DE%3E0@3D])4T4@3$5614Q3/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V
M+#,V,@169F+B S+S(Y+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H%=H97)E('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&ES
M(&QE<W,@=&AA;B!T:&4@<')E<V5M960@86UB:65N="!N;VES92!L979E;"!D
M97-I9VYA=&5D(&EN('1H:7,@<V5C=&EO;BP@=&AE('!R97-U;65D(&%M8FEE
M;G0@;F]I<V4@;&5V96P@:6X@<F]S96-T:6]N('-H86QL(&)E(&1E96UE
M9"!T;R!B92!T:&4@;6EN:6UU;2!A;6)I96YT(&YO:7-E(&QE=F5L(&9O<B!P
M=7)P;W-E<R!O9B!T:&ES(&-H87!T97(N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/&$@;F%M93TB
M2D1?,3$Q+C S5"(@:60](DI$7S$Q,2XP,U0B('1I=&QE/2(Q,3$N,#-4(B O
M/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M5$%"3$4@24D\+W-P86X^/"]D:78^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY33U5.1"!,159%3"#B@)Q!XH"=($1%0TE"14Q3/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3HQ,3!P="(^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@/&1I=B!C;&%S<STB3F]R
M="P@9&%Y=&EM92!L979E;',@,@87)E('1O(&)E('5S960@9G)O;2 W.C P(&$N
M;2X@=&\@,3 Z,# @<"YM+B!A;F0@;FEG:'1T:6UE(&QE=F5L<R!F<F]M(#$P
M.C P('  N;2X@=&\@-SHP,"!A+FTN*3PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,3!P
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,3!P(C["H#QT86)L92!C96QL<W!A
M8VEN9STB,"(@<W1Y;&4](F)O<F1E<BUC;VQL87!S93H@8V]L;&%P<V4[;6%R
M9VEN+71O<#HQ,"!R:6=H=#HQ,"!R:6=H=#HQ,3!P=#PO9&EV/CPO9&EV/CQD:78@
M969T.C N,#-I;CMB;W)D97(M8V]L;&%P<V4Z8V]L;&%P<V4[(&)O<F1E<BUS
M9&1I;F<M8F]T=&]M.C N,#-I;CMB;W)D97(M8V]L;&%P<V4Z8V]L;&%P<V4[
M,# [<&%D9&EN9RUR:6=H=#HP+C S:6X[8F]R9&5R+6-O;&QA<'-E.C N,#-I
M;&ED(",P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T
M;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQC;VQG<F]U<"!S<&%N/2(T(B!W
M:61T:#TB,C4E(B \+V-O;&=R;W5P/CQT8F]D>3X\='(@<W1Y;&4](G9E<G1I
M8V%L+6%L:6=N.B!T;W L(&)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P
M/"]D:78^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+71O<#HQ,"!R:6=H=#HQ,"!R:6=H=#HQ,3!P=#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;2!L979E;',@,@87)E('1O(&)E('5S960@9G)O;2 W.C P(&$N;2X@=&\@,3 Z
M.# @<"YM+B!A;F0@;FEG:'1T:6UE(&QE=F5L<R!F<F]M(#$P.C P('  N;2X@
M=&\@-SHP,"!A+FTN*3PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,3!P(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
M;6%R9VEN+71O<#HQ,"!R:6=H=#HQ,"!R:6=H=#HQ,3!P=#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3HQ,3!P(C["H#QT86)L92!C96QL<W!A8VEN9STB,"(@<W1Y;&4]
M(F)O<F1E<BUC;VQL87!S93H@8V]L;&%P<V4[;6%R9VEN+71O<#HQ,"!R:6=H
M=#HQ,3!P=#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3HQ,3!P(C["H#PO9&EV/CPO9&EV
M.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
```

```
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^4%)%4U-140@04U"245.5"!.3TE312!,159%3" H9$(H02DI
M/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"]T<CX\='(^/'1D('-T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+71O<#HP+C S:6X[8F]R
M9&5R+71O<#HP<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S
M:6X[8F]R9&5R+6)O='1O;3HQ+C5P="!S;VQI9" C,# P,# P.R(^/&1I=CX\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/EI/
M3D4\+W-P86X^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI
M9" C,# P,# P.W!A9&1I;F<M8F]T=&]M.C N,#-I;CMB;W)D97(M8F]T=&]M
M.C$N-7!T('-O;&ED(",P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!I;FQI;F4[(CY$05D\+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.W!A9&1I;F<M=&]P.C N
M,#-I;CMB;W)D97(M=&]P.C N,#-I;CMB;W)D97(M8F]T=&]M.C$N-7!T('-O
M;&ED(",P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R
M.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CY.24=(5#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN
M9RUT;W Z,"XP,VEN.V)O<F1E<BUT;W Z,"XP,VEN.V)O<F1E<BUB;W1T;VTZ
M,2XU<'0@<V]L:60@(S P,# [(CX\9&EV/CQS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^3$E-250\+W-P86X^/"]D:78^/"]T
M9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P
M.W!A9&1I;F<M=&]P.C N,#-I;CMB;W)D97(M=&]P.C N,#-I;CMB;W)D97(M
M8F]T=&]M.C$N-7!T('-O;&ED(",P,# [(CX\9&EV/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY!<F5A(&]F(%!R;W!E
M<G1Y(#PO<W!A;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I
M;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O
M<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [<&%D9&EN9RUT;W Z,"XP
M,VEN.V)O<F1E<BUT;W Z,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L
M:60@(S P,# [(CX\9&EV/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!I;FQI;F4[(CY2+3$\+W-P86X^/"]D:78^/"]T9#X\=&0@<W1Y
M;&4](G1E>'0M86QI9VXZ8V5N=&5R.W!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P
M.W!A9&1I;F<M=&]P.C N,#-I;CMB;W)D97(M=&]P.C N,#-I;CMB;W)D97(M
M8F]T=&]M.C$N-7!T('-O;&ED(",P,# [(CX\9&EV/CQS<&%N('-T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"]S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-# \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\+W1R/CQT<CX\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C,# P,#P.R(^/&1I=B!S='EL93TB
M='EX="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-"P@4$(L
M($-2+"!#,2P@0S$N-2P@0S(L($,T+"!#-2P@86YD($--/"]S<&%N/CPO9&EV
M/CPO=&0^/'1D('-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M
M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P=")!S;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C \+W-P86X^
M/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P=")!S;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P=")!S;VQI9" C
M,# P,# P.R(^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97(Z=&%B;&4M8V5L
M;"<^/&%N(&-L87-S/2)T86)L92UB;W)D97(B/CQT<CX\=&0@<W1Y;&4](G!A
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[
M(CXU-3PO<W!A;CXO9&EV/CPO9&EV/CPO=&0^/'1D('-T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P=")!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P
M,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQS<&%N('-T>6QE
M/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY-,2P@35(Q+"!A
M;F0@35(R/"]S<&%N/CPO9&EV/CPO=&0^/"1D('-T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P=")!S;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P=")!S;VQI9" C,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-C \+W-P86X^/"]D:78^/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P=")!S;VQI9" C,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+7)I9VAT.C%P=")!S;VQI9" C,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(CXU-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D
M/CPO='(^/'1R/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CY-,B!A;F0@35(S/"]D:78^/"]T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P=")!S;VQI9" C,# P.V)O<F1E<BUB;W1T;VTZ,7!T('-O;&ED
M(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('-O;&ED(",P,# P,# [8F]R9&5R
M+7)I9VAT.C%P=")!S;VQI9" C,# P.R(^/&1I=CX\9&EV('-T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!I;FQI;F4[(CXV-3PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D
M/CPO='(^/'1R/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('-O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('-O;&ED(",P,# P,# [
M(CX\9&EV/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I
M;FQI;F4[(CXW,SPO<W!A;CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('-O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('-O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
```

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M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8U/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/"]T<CX\+W1A8FQE/CPO9&EV/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@070@=&AE(&)O=6YD87)Y(&QI;F4@
M8F5T=V5E;B!T=V\@>F]N97,L('1H92!P<F5S=6UE9"!A;6)I96YT(&YO:7-E
M(&QE=F5L(&]F('1H92!Q=6EE=&5R('IO;F4@<VAA;&P@8F4@=7-E9"X\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](D!$7S$Q,2XP-"XB(&ED/2)*1%\Q
M,3$N,#0N(B!T:71L93TB,3$Q+C T+B(@+SY314,N(#$Q,2XP-"["H"!624],
M051)3TY3.L*@($%$1E424].04P@4D5-141)15,L($E.2E5.0U1)3TY3+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!<R!A;B!A9&1I=&EO;F%L
M(')E;65D>2P@=&AE(&]P97)A=&EO;B!O<B!M86EN=&5N86YC92!O9B!A;GD@
M9&5V:6-E+"!I;G-T<G5M96YT+"!V96AI8VQE+"!O<B!M86-H:6YE<GD@:6X@
M=FEO;&%T:6]N(&]F(&%N>2!P<F]V:7-I;VX@;V8@=&AI<R!C:&%P=&5R+"!W
M:&EC:"!O<&5R871I;VX@;W(@;6%I;G1E;F%N8V4@8V%U<V5S(&1I<V-O;69O
M<G0@;W(@86YN;WEA;F-E('1O(')E87-O;F%B;&4@<&5R<V]N<R!O<B!W:&EC
M:"!I;F1A;F=E<G,@=&AE(&-O;69O<G0L(')E<&]S92P@:&5A;'1H+"!O<B!P
M96%C92!O9B!R97-I9&5N=',L(&EN(&%N>2!A<F5A+"!(:6X@=&AE(&5N9F]R
M9"!A;F0@:7,@9&5C;&%R960@=&\@8F4N82!P=6)L:6,@;G5I<V%N8V4@86YD
M(&UA>2!B92!S=6)J96-T('1O(&%B871E;65N="!S=6UM87)I;'D@8GD@82!R
M97-T<F%I;FEN9R!O<F1E<B!O<B!I;FIU;F-T:6]N(&ES<W5E9"!B>2!A(&-O
M=7)T(&]R9&5R(&]F(&-O;7!E=&5N="!J=7)I<V1I8W1I;VXN(#QS<&%N('-T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%M96YD960@
M8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S(P,#$I/"]S<&%N/CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=CX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](D!$7S$Q,2XP-2XB(&ED
M/2)*1%\Q,3$N,#4N(B!T:71L93TB,3$Q+C U+B(@+SY314,N(#$Q,2XP-2["
MH"!)3DI53D-424].4SQB<CX\+V$^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT]
M,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^PJ#"H,*@/"]P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93ID:7-P;&%Y
M.B!I;FQI;F4[(CXH0061D960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B
M+3/S+S(P,#$I/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=CX\9&EV(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA
M;64](D!$7S$Q,2XP-BXB(&ED/2)*1%\Q,3$N,#8N(B!T:71L93TB,3$Q+C V
M(CX\9&EV/L*@PJ#"H"AA*<*@PJ#"H%1H92!$97!A<G1M96YT(&]F($)U:6QD
M:6YG(&%N9"!3869E='D@<VAA;&P@:&%V92!T:&4@<&]W97(@86YD(&1U='D@
M=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG(&YO:7-E(&-O;G1R;VP@<')O=FES
M:6]N<R!O9B!T:&ES($-O9&4Z(%-E8W1I;VX@,3(N,31!+38H:"DL(%-E8W1I
M;VX@,3(N,3E!+30H8BDH,2DL(%-E8W1I;VX@,3$R+C R(&%N9"!396-T:6]N
M(#$Q,BXP-"AC*2["H" \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$$W,BPP.#8L($5F
M9BX@-R\S,"\Y."XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3 Q,'!T.R!T(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["
MH,*@PJ H8BG"H,*@PJ!4:&4@4&]L:6-E($$1E<&%R=&UE;G0@<VAA;&P@:&%V
M92!T:&4@<&]W97(@86YD(&1U='D@=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG
M(&YO:7-E(&-O;G1R;VP@<')O=FES:6]N<R!O9B!T:&ES($-O9&4Z(%-E8W1I
M;VX@-#$N,S(L(%-E8W1I;VX@-#$N-# L(%-E8W1I;VX@-#$N-#(L(%-E8W1I
M;VX@-#$N-#0L(%-E8W1I;VX@-#$N-3<L(%-E8W1I;VX@-C,N-3$H;2DL(%-E
M8W1I;VX@,3$R+C Q+"!396-T:6]N(#$Q,BXP-"P@4V5C=&EO;B Q,3(N,#4L
M(%-E8W1I;VX@,3$R+C V+"!396-T:6]N(#$Q,RXP,2P@4V5C=&EO;B Q,30N
M,#$@=&AR;W5G:"!396-T:6]N(#$Q-"XP-2P@:6YC;'5S:79E+"!396-T:6]N
M(#$Q-2XP,BP@86YD(%-E8W1I;VX@,3$V+C Q+B \<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@
M3F\N(#$$V,2PU-S0L($5F9BX@.2\X+S@V+BD\+W-P86XO/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)-87)G:6XM
M8F]T=&]M/3$P<'0B/L*@PJ#"H"AC*<*@PJ#"H$%N>2!P97)S;VX@:&%V:6YG
M86YI8V5N<V4@=&\@8V]N9'5C="!A;B!E;G1E<G1A:6YM96YT(&5V96YT(&]R
M(&%N<'5B;&EC(&1A;F-E(&=A;64@;W(@86YY(&]T:&5R(&5N=&5R=&%I;FUE
M;G0@<&5R;6ET('1H870@:7,@<')O=FED960@9F]R(&EN('1H92!0;VQI8V4@
M0V]D92!S:&%L;"!E;G-U<F4@=&AA="!T:&4@;W!E<F%T:6]N(&]F('1H92!E
M;G1E<G1A:6YM96YT(&%C=&EV:71Y(&1O97,@;F]T('9I;VQA=&4@=&AE(&YO
M:7-E(')E<W1R:6-T:6]N<R!S970@9F]R=&@@:6X@4V5C=&EO;B!0;VQI8V4@
M0V]D92!396-T:6]N(#$T+C0P+B \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N(#$$W,BPP
M.#8L($5F9BX@-R\S,"\Y."XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3 Q
M,'!T.R!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3 Q,'!T.R!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3 Q
M='EL93TB;6%R9VEN+6)O='1O;3 Q,'!T.R!T(C["H#PO9&EV/CPO9&EV/CQD:78@
```

```
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@
M8VQA<W,](D%R=&EC;&4B/CQD:78^/&$@;F%M93TB2D1?0S$Q03(B(&ED/2)*
M1%]#,3%!,B(@=&ET;&4](D,Q,4$R(B O/D%25$E#3$4@,CQB<B O/E-014-)
M04P@3D])4T4@4T]54D-%4SPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/E-E8W1I
M;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](D%N86QY<VES(CXQ,3(N,#""H,*@PJ!2861I;W,L(%1E;&5V:7-I
M;VX@4V5T<RP@86YD(%-I;6EL87(@1&5V:6-E<RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ
M,3(N,#+"H,*@PJ!!:7(@0V]N9&ET:6]N:6YG+"!2969R:6=E<F%T:6]N+"!(
M96%T:6YG+"!0=6UP:6YG+"!&:6QT97)I;F<@17%U:7!M96YT+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA
M;'ES:7,B/C$Q,BXP,\*@PJ#"H$-O;G-T<G5C=&EO;B!.;VES92X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,3(N,#3"H,*@PJ!0;W=E<F5D($5Q=6EP;65N=")!);G1E;F1E
M9"!F;W(@4F5P971I=&EV92!5<V4@:6X@4F5S:61E;G1I86P@07)E87,L(%)E
M($]T:&5R($UA8VAI;F5R>2P@17%U:7!M96YT+"!A;F0@1&5V:6-E<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#7"H,*@PJ!-87AI;75M($$Y<:7-E($5Q=6EP;65N=(&]F
M(%!O=V5R960@17%U:7!M96YT(&]R(%!O=V5R960@2&%N9"!4;V]L<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#;"H,*@PJ!0;&%C97,@;V8@4'5B;&EC($5N=&5R
M=&%I;FUE;G0N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C8B
M("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=B!C;&%S<STB82!N86UE/2)*1%\Q,%Q,3(N
M,#$N(B!I9#TB2D1?1C$Q,BXP,2(@=&ET;&4](C$Q,BXP,2(@+SXQ,3(N,#$@
M,3(N,#$NPJ @4D%324-3($U.1$524U1!3D1)3D<N(%(%-%1U-,AE,3(N,#$@
M($1%1$E.151)3TY3/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!C;&%S<STB4V5C=&EO;B(^/'-P86X@9&5P=&@](C8B
M/CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B+W-P86X^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M>3H@:6YL:6YE+6)L;V-K.R!W:61T:#H@,C!P>#LB/C$Q,BXP,#PO9&EV/CQD:78@
M+B S+S(Y+S@R+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B+V1I=CX\
MPJ#"H"AA*<*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N('=I=&AI;B!A;GD@<&]R=&EO;B!O9B!T:&4@0VET>2!O9B!7:6YT97)S
M<F%T92!T;R!U<V4@;W(@;W!E<F%T92!O<B!C875S92!T;R!B92!U<V5D(&]R
M:"P@=&5L979I<VEO;B!R96-E:79E<BP@;W(@;W1H97(@;6%C:&EN92!O<B!D
M979I8V4@9F]R('1H92!P<F]D=6-I;F<L(')E<')O9'5C:6YG(&]R(&%M<&QI
M9FEC871I;VX@;V8@=&AE(&AU;6%N('9O:6-E+"!M=7-I8RP@;W(@86YY(&]T
M:&5R('-O=6YD+"!I;B!S=6-H(&$@;6%N;F5R+"!A<R!T;R!D:7-T=7)B('1H
M92!P96%C92P@<75I970L(&%N9"!C;VUF;W)T(&]F(&YE:6=H8F]R(&]C8W5P
M86YT<R!O<B!A;GD@<F5A<V]N86)L92!P97)S;VX@<F5S:61I;F<@;W(@=V]R
M:VEN9R!I;B!T:&4@87)E82X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#"H,*@06YY(&YO:7-E(&QE=F5L(&-A=7-E9"!B>2!S=6-H('5S
M92!O<B!O<&5R871I;VX@=VAI8V@@:7,@875D:6)L92!T;R!T:&4@:'5M86X@
M96%R(&%T(&$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#$U,"!F965T(&9R;VT@
M=&AE('!R;W!E<G1Y(&QI;F4@;V8@=&AE(&YO:7-E(&-O=7)C92P@=VET:&EN
M(&%N>2!R97-I9&5N=&EA;"!Z;VYE(&]F('1H92!#:71Y(&]R('=I=&AI;B!U
M,# @9F5E="!T:&5R96]F+"!S:&%L;"!B92!A('9I;VQA=&EO;B!O9B!T:&4@
M<')O=FES:6]N<R!O9B!T:&ES('-E8W1I;VXN/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H"AC*<*@PJ#"H$%N>2!N;VES92!L979E;"!C875S960@
M8GD@<W5C:"!U<V4@;W(@;W!E<F%T:6]N('=H:6-H(&5X8V5E9',@=&AE(&%M
M8FEE;G0@;F]I<V4@;&5V96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<F]P97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A
M<G1M96YT(&AO=7-E+"!D=7!L97@@;W(@;75L=&DM9&5D)U<VEN97-S+"!W
M:71H:6X@86YY(&%D:F]I;FEN9R!U;FET+"!B>2!M;W)E('1H86X@9FEV92 H
M-2D@9&5C:6)E;',L(&<VAA;&P@8F4@82!V:6]L871I;VX@;V8@=&AE('!R;W9I
M<VEO;G,@;V8@=&AI<R!S96-T:6]N+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3,Q,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3,Q,'!T(C["H#PO9&EV/CPO9&EV/CQS
M<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD:78^/&$@
M;F%M93TB2D1?,3$R+C R+B(@:60](DI$7S$Q,BXP,BXB('1I=&QE/2(Q,3(N
M,#(N(B O/E-%0RX@,3$R+C R+L*@($%)4B!#3TY$251)3TY)3D<@3$585$5))
M1T52051)3TXL($A%051)3D<L(%!53E!)3D<L($9)3%1%4E,@3D%)455)4$U%
M3E0N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,L(&%N9"!S+S(Y
M+S@R+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H"AA
M*<*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N('!W
M:71H:6X@86YY(')E<VED96YT:6%L('IO;F4@;V8@=&AE(&-I='D@=&\@;W!E
M<F%T92!A;GD@86ER(&-O;F1I=&EO;FEN9R!U;FET+"!H96%T:6YG('5N:70@
M;65N="!F;W(@86YY(')E<VED96YC92!O<B!O=&AE<B!S=')U8W1U<F4@;W(@
M=&\@;W!E<F%T92!A;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&]R(&AE871I;F<@
M97%U:7!M96YT(&9O<B!A;GD@<&]O;"!O<B!R97-E<G9O:7(@:6X@<W5C:"!M
M86YN97(@87,@=&\@8W)E871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S
M92!T:&4@;F]I<V4@;&5V96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<F]P97)T>2!O<B!I9B!A(&-O;F1O;6EN:75M+"!A<&%R
M=&UE;G0@:&]U<V4L(&1U<&QE>"P@;W(@871T86-H960@8G5S:6YE<W,L('=I
M=&AI;B!A;GD@861J;VEN:6YG('5N:70N=&\@97AC965D('1H92!A;6)I96YT
M(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F:79E("@U*2!D96-I8F5L<SPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,],](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ H8BG"H,*@PJ!4:&ES('-E
M8W1I;VX@<VAA;&P@;F]T(&)E(&%P<&Q!8V%B;&4@=&\@96UE<F=E;F-Y('=O
M<FL@87,@9&5F:6YE9"!I;B!396-T:6]N(#$Q,2XP,2AC*2!O9B!T:&ES(&-H
M87!T97(L(&]R('1O('!E<FEO9&EC(&UA:6YT96YA;F-E(&]R('1E<W1I;F<@
M;V8@<W5C:"!E<75I<&UE;G0@<F5A<V]N86)L>2!N96-E<W-A<GD@=&\@;6%I
M;G1A:6X@<W5C:"!E<75I<&UE;G0@:6X@9V]O9"!W;W)K:6YG(&]R9&5R+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA
M<W,](E-E8W1I;VXB/CQD:78^/&$@;F%M93TB2D1I?,3$R+C S+B(@:60](DI$
M7S$Q,BXP,RXB('1I=&QE/2(Q,3(N,#,N(B O/E-%0RX@,3$R+C S+L*@($-/
M3E-44E5#5$E/3B!.3TE312X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=")^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@3F]I<V4@9'5E('1O(&-O;G-T<G5C=&EO;B!O<B!R97!A:7(@=V]R:R!S
M:&%L;"!B92!R96=U;&%T960@87,@<')O=FED960@8GD@4V5C=&EO;B B T,2XT
M,"!O9B!T:&ES($-O9&4N(#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L
M9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,38Q+"!P<F]V
M169F+B Y+S@O.#8N*3PO<W!A;CXO9&EV/CQ"+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT]
M,'!T(CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P=")^PJ \+V1I=CX\+V1I=CX\<W!A
M;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA
M;64](DI$7S$Q,BXP-"XB(&ED/2(*1%\Q,3(N,#0N(B!T:71L93TB,3$R+C T
M+B(@+SY314,N(#$Q,BXP-"["H"!03U=%4D5$($54 $E0345.5"!)3E1%1%3D1%
M1"!&3U(@4D50151)5$E612!!54T@24X@4D53241%3E1)04P@05)%05,,@04Y$
M($]42$52(%U!0TA)3D521%5262P@15%525!-14Y4+"!!3D0@1$5624-%4RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.VYO;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH
M5&ET;&4@86YD(%-E8W1I;VX@06UE;F1E9"!B>2!/<F0N($YO+B Q-C$L-3<T
M+"!%9F8@.2\X+S@V+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H"AA*<*@PJ#"H$)E='=E96X@=&AE(&AO=7)S(&]F(#$P.C P(' N
M;2!A;F0N(#<Z,# @82YM+B!O9B!T:&4@9F]L;&]W:6YG(&1A>2P@;F\@<&5R
M<V]N('-H86QL(&]P97)A=&4@86YY(&QA=VX@;6]W97(L(&)A8VMP86-K(&)L
M;W=E<BP@;&%W;B!E9&=E<BP@<FED:6YG('1R86-T;W(L(&]R(&%N>2!O=&AE
M<B!M86-H:6YE<GDL(&5Q=6EP;65N="P@;W(@;W1H97(@;65C:&%N:6-A;"!O
M<B!E;&5C=')I8V%L(&1E=FEC92P@;W(@86YY(&AA;F0@=&]O;"!W:&EC:"!C
M<F5A=&5S(&$@;&]U9"P@<F%U8V]U<R!O<B!I;7!U;'-I=F4@<V]U;F0L('=I
M=&AI;B!A;GD@<F5S:61E;G1I86P@>F]N92!O<B!W:71H:6X@-3 P(&9E970@
M;V8@82!R97-I9&5N8V4N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"
MH"AB*<*@PJ#"H$5X8V5P="!A<R!T;R!T:&4@97%U:7!M96YT(&%N9"!O<&5R
M871I;VYS('-P96-I9FEC86QL>2!M96YT:6]N960@86YD('!E;&%T960@96QS
M97=H97)E(&EN('1H:7,@0VAA<'1E<B!O<B!F;W(@96UE<F=E;F-Y('=O<FL@
M87,@=&AA="!T97)M(&ES(&1E9FEN960@:6X@4V5C=&EO;B!Q,3$N,#$H9"DL
M(&%N9"!E>&-E<'0@87,@=&\@86ER8W)A9G0L('1O=R!T<F%C=&]R<R!P86ER
M8W)A9G0@875X:6QI87)Y('!O=V5R('5N:71S+"!T<F%I;G,L(&UO=&]R
M('9E:&EC;&5S(&EN('1H96ER(')E<W!E8W1I=F4@;W!E<F%T:6]N<R!G;W9E
M<FYE9"!B>2!3=&%T92!O<B!F961E<F%L(')E9W5L871I;VYS+"!N;R!P97)S
M;VX@<VAA;&P@;W!E<F%T92!O<B!C875S92!T;R!B92!O<&5R871E9"!A;GD@
M;6%C:&EN97)Y+"!E<75I<&UE;G0L('1O;VQS+"!O<B!O=&AE<B!M96-H86YI
M8V%L(&]R(&5L96-T<FEC86P@9&5V:6-E+"!O<B!E;F=I=&AE<B!H86YD(&]T
M:&5R(&%C=&EV:71Y(&EN('-U8V@@;6%N;F5R(&%S('1O(&-R96%T92!A;GD@
M;F]I<V4@=VAI8V@@=V]U;&0@<V4@=&AE(&YO:7-E(&QE=F5L(&]N('1H
M92!P<F5M:7-E<R!O9B!A;GD@;W1H97(@;V-C=7!I960@<')O<F5R='DL(&]R
M+"!I9B!A(&-O;F1O;6EN:75M+"!A<&%R=&UE;G0@:&]U<V4L(&1U<&QE>"P@
M;W(@871T86-H960@8G5S:6YE<W,L('=I=&AI;B!A;GD@861J;VEN:6YG('5N
M:70L(&1X8V5E9"!T:&4@86UB:65N="!N;VES92!L979E;"!B>2!M;W)E
M('1H86X@9FEV92 H-2D@9&5C:6)E;',N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H"AC*<*@PJ#"H$YO='=I=&AS=&%N9&EN9R!T:&4@<')O=FES
M:6]N<R!O9B!3=6)S96-T:6]N("AA*2!A8F]V92P@;F\@9V%S('!O=V5R960@
M8FQO=V5R('-H86QL(&)E('5S960@=VET:&EN(#4P,"!F965T(&]F(&$@<F5S
M:61E;F-E(&%T(&%N>71I;64@;NPJ @0F]T:"!T:&4@=7-E<B!O9B!S=6-H(&$@
M8FQO=V5R(&%S('=E;&P@87,@=&AE(&EN9&EV:61U86P@=VAO(&-O;G1R86-T
M960@9F]R('1H92!S97)V:6-E<R!O9B!T:&4@=7-E<BP@:68@86YY+"!S:&%L
M;"!B92!S=6)J96-T('1O('1H92!R97%U:7)E;65N=',@;V8@86YD('!E;F%L
M='D@<')O=FES:6]N<R!F;W(@=&AI<R!O<F1I;F%N8V4N/"]D:78^/"]D:78^
```

```
M(&]F('1H92!P<F]V:7-I;VYS(&]F('1H:7,@<W5B<V5C=&EO;B!S:&%L;"!B
M92!P=6YI<VAA8FQE(&%S(&%N(&EN9G)A8W1I;VX@:6X@86X@86UO=6YT(&YO
M="!T;R!E>&-E960@3VYE($AU;F1R960@1&]L;&%R<R H)#$P,"XP,"DL(&YO
M='=I=&AS=&%N9&EN9R!T:&4@9W)A9'5A=&5D(&9I;F5S('-E="!F;W)T:"!I
M;B!,+D$N32Y#+B#"IR Q,2XP,"AM*2X@/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CX@*$%M96YD960@8GD@3W)D+B!.;RX@
M,3<Q+#@Y,"P@169F+B R+S$S+SDX+BD\+W-P86X^/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/'-P86X@9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^
M/&1I=CX\82!N86UE/2)*1%\Q,3(N,#4N,#4N,B(^/&(^3$E#14Y312!&3U(@
M;&4](C$Q,BXP-2XP-2XB("\^4T5#5#(N,#4N,#4N,B!,24-%3E-%($9/4B!,
M159%3$-/3E-44E5#5$E/3B!,24-%3E-%($A!3D$@3U1!($A!4D(@;D5$1/5$]/
M3%,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*$%M96YD960@8GD@3W)D+B!.;RX@,38Q+#@Y-W-P86X@Y+S@O
M.#8N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P="(^PJ \+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@0F5T
M=V5E;B!T:&4@:&]U<G,@;V8@-SHP,"!A+FTN(&%N9" Q,#HP,"!P+FTN("!I
M;B!A;GD@<F5S:61E;G1I86P@>F]N92!O<B!T:&4@0VET>2!O<B!W:71H:6X@
M-3 P(&9E970@=&AE<F5O9BP@;F\@<&5R<V]N('-H86QL(&]P97)A=&4@;W(@
M8V%U<V4@=&\@8F4@;W!E<F%T960@86YY('!O=V5R960@97%U:7!M96YT(&]R
M('!O=V5R960@:&%N9"!T;V]L('1H870@<')O9'5C97,@82!M87AI;75M(&YO
M:7-E(&QE=F5L(&5X8V5E9&EN9R!T:&4@9F]L;&]W:6YG(&YO:7-E(&QI;6ET
M<R!A="!A(&1I<W1A;F-E(&9R;VT@=&AE(&9O=7)C92!O9B!N;W0@;&5S<R!T
M:&%N('1W96YT>2UF:79E(&9E970@.CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AA*<*@PJ#"H#<U
M9$(H02D@9F]R(&-O;G-T<G5C=&EO;B!P:6YD=7-T<FEA;"!P@86YD(&%N9<FEC
M=6QT=7)A;"!M86-H:6YE<GD@:6YC;'5D:6YG(&-R87=L97(M='EP92!A8W1O<G,L
M(&1O>F5R<RP@<F]T87)Y(&1R:6QL<R!A;F0@875G97)S+"!L;V%D97)S+"!P
M;W=E<B!S:&]V96QS+"!C<F%N97,L(&1E<G)I8VMS+"!M;W1O<B!G<F%D97)S
M+"!P879I;F<@;6%C:&EN97,L(&]F9BUH:6=H=V%Y('1R=6-K<RP@9&ET8VAE
M<G,L('1R96YC:&5R<RP@8V]M<&%C=&]R<RP@<V-R87!E<G,L('=A9V]N<RP@
M<&%V96UE;G0@8G)E86MI;F<L('-U<&5R<VEZ960@9G5L;&EN9R!T:&%T(&UA
M;W(@;W1H97(@<W5C:"!E<75I<&UE;G0[/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"H,*@-S5D0BA!*2!F;W(@<&]W
M<&]W97)E9"!E<75I<&UE;G0@;V8@,C @2% @;W(@;&5S<R!I;G1E;F1E9"!F
M;W(@:6YF<F5Q=65N="!U<V4@:6X@<F5S:61E;G1I86P@87)E87,L(&EN8VQU
M9&EN9R!C:&%I;B!S87=S+"!L;V<@8VAI<'!E<G,@86YD('!O=V5R960@:&%N
M9"!T;V]L<SL\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ H8RG"H,*@PJ V-61"*$$I(&9O<B!P;W=E<F5D(&5Q=6EP;65N="!I
M;G1E;F1E9"!F;W(@<F5P971I=&EV92!U<V4@:6X@<F5S:61E;G1I86P@87)E
M87,L(&EN8VQU9&EN9R!L87=N(&UO=V5R<RP@8F%C:W!A8VL@8FQO=V5R<RP@
M<VUA;&P@;&%W;B!A;F0@9V%R9&5N('1O;VQS(&%N9"!R:61I;F<@=')A8W1O
M<G,[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%1H92!N;VES92!L
M:6UI=',@9F]R('!A<G1I8W5L87(@97%U:7!M96YT(&QI<W1E9"!A8F]V92!I
M;B H82DL("AB*2!A;F0@*&,I('-H86QL(&)E(&1E96UE9"!T;R!B92!S=7!E
M<G-E9&5D(&%N9"!R97!L86-E9"!B>2!N;VES92!L:6UI=',@9F]R('-U8V@@
M97%U:7!M96YT(&9R;VT@86YD(&%F=&5R('1H96ER(&5S=&%B;&ES:&UE;G0@
M8GD@9FEN86P@<F5G=6QA=&EO;G,@8661O<'1E9"!B>2!T:&4@1F5D97)A;"!%
M;G9I<F]N;65N=&%L(%!R;W1E8W1I;VX@06=E;F-Y(&%N9"!P=6)L:7-H960@
M:6X@=&AE($9E9&5R86P@4F5G:7-T97(N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H%-A:60@;F]I<V4@;&EM:71A=&EO;G,@<VAA;&P@;F]T(&%P
M<&QY('=H97)E(&-O;7!L:6%N8V4@=&AE<F5W:71H('=O=6QD(&)E(&EN8V]N
M<VES=&5N="!W:71H(&%N>2!A<'!L:6-A8FQE(&%N9"!P<F5E;7!T:79E(&9E
M9&5R86P@<F5G=6QA=&EO;G,@<F5L871I;F<@=&\@=&AE('-A;64@<W5B:F5C
M="!M871T97(N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(&)E(&-O;7!L:65D('=I=&@@9&5S<&ET92!T:&4@=7-E(&]F(&UU9F9L97)S
M+"!S:&EE;&1S+"!S;W5N9"!B87)R:65R<R!A;F0O;W(@;W1H97(@;F]I<V4@
M<F5D=6-I;F<@9&5V:6-E<R!O<B!T96-H;FEQ=65S(&1U<FEN9R!T:&4@;W!E
M<F%T:6]N(&]F('1H92!E<75I<&UE;G0N/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/'-P86X@9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\
M82!N86UE/2)*1%\Q,3(N,#8N,#(B!I9#TB2D1?,?,3$R+C V+B(@=&ET;&4](C$Q
M,BXP-BXB("\^4T5#+B Q,3(N,#8NPJ @4$$Q!0T53($]&(%!%5DQ)0R!0R!%3E1%1%5%
M4E1!24Y-14Y4+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(CX@H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=CX@H,*@PJ!)='!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!O<&5R871E+"!P
M;&%Y+"!O<B!T;R!P97)M:70@=&AE(&]P97)A=&EO;B!O<B!P;&%Y:6YG(&]F
M(&%N>2!R861I;RP@=&5L979I<VEO;B!R96-E:79E<BP@<&AO;F]G<F%P:"P@
M;75S:6-A;"!I;G-T<G5M96YT+"!S;W5N9"!A;7!L:69Y:6YG(&5Q=6EP;65N
M="P@;W(@<VEM:6QA<B!D979I8V4@=VAI8V@@@<')O9'5C97,L(')E<')O9'5C
M97,L(&]R(&%M<&QI9FEE<R!S;W5N9"!I;B!A;GD@<&QA8V4@;V8@<'5B;&EC
M(&5N=&5R=&%I;FUE;G0@870@82!S;W5N9"!L979E;"!G<F5A=&5R('1H86X@
M.35D0BA!*2!A="!A;GD@<&]I;G0@=&AA="!I<R!N;W)M86QL>2!O8V-U<&EE
M9"!B>2!A(&-U<W1O;65R+"!U;FQE<W,@82!C;VYS<&EC=6]U<R!A;F0@;&5G
M:6)L92!S:6=N(&ES(&QO8V%T960@;W5T<VED92!S=6-H("!L86-E+"!N96%R
M(&5A8V@@<'5B;&EC(&5N=')A;F-E+"!S=&%T:6YG.CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=CX\9&EV('-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/N*
MG%=!4DY)3D<ZPJ @4T]53D0@3$5614Q3(%=)5$A)3B!-05D@0T%54T4@2$5!
M4DE.1R!)35!!25)-14Y4+N* G2 \+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]](FUA<F=I;BUB;W1T;VT]
M,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^*$%D9&5D(&)Y($]R9"X@3F\N(#$$U-BPS+C,L($5F9BX@,R\R+2\X
M,BXI/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/'-P86X@9&5P=&@]](C,B("\^/&1I=B!C;&%S<STB07)T:6-L92(^
M/&1I=CX\82!N86UE/2)T*1%]#,3%!,R(@:'(@=&%R9V5T/2)?8FQA;FLB/D%R
M=&EC;&4@2!4:71L93H@4&5N86QT:65S(&%N9"!%;&%N<W1R=6UE;G1S/"]A/CQ
M0S$Q03,B(%(05)424-,12 S/&)R("\^4$5.04Q42453($%.1"!%3D9/4D-%
M345.5"!04D]#14154D53/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@]](C0B("\^/&1I=B!C;&%S
M<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)T*1%]#,3%!,R(@:'(@=&%R9V5T
M/2)?8FQA;FLB/E-E8W1I;VX@,3$M,S@M,C$P+B!+97D@5&5R;7,N/"]A/CQ
M(&%N9"!%;&%N<W1R=6UE;G1S/"]A/CQ0S$Q03,B(%(05)424-,12 S/&)R("\^
M,3@M,S$P+B!0+"!/(%!A=&UE;G0@86YD(&-O;&QE8W1I;VX@;V8@<&5N86QT
M:65S+CQ+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78^/&$@;F%M93TB5$%C.#,Y-#0Q(B!H<F5F/2(C5$%C.#,Y-#0Q(CY396-T
M:6]N(#$Q+3,X+3,Q,"X@5&ET;&4N/"]A/CPO9&EV/CPO9&EV/CQD:78@8VQA
M.B!I;FQI;F4[(CXH06UE;F1E9"!B>2!/<F0N($YO+B Q-C$L-3<T+"!%9F8N
M(#DO."\X-BXI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@
MPJ!)="!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!E;F=A9V5D
M(&EN('1H92!B=7-I;F5S<R!O9B!C;VQL96-T:6YG(&]R(&1I<W!O<VEN9R!O
M9B!R=6)B:7-H(&]R(&=A<F)A9V4@=&\@;W!E<F%T92!A;GD@<F5F=7-E(&1I
M<W!O<V%L('1R=6-K+"!P87)K:6YG(&QO="!S=V5E<&5R+"!O<B!V86-U=6T@
M=')U8VLL(&]R('1O(&-O;&QE8W0L(&QO860L(&QO860L('!I8VL@=7 L('1R86YS9F5R
M+"!U;FQO860L(&1U;7 L(&1I<V-A<F0L('-W965P+"!V86-U=6TL(&]R(&1I
M<W!O<V4@;V8@86YY('-U8F)I<V@@;W(@9V%R8F%G92P@87,@<W5C:"!T97)M
M<R!A<F4@9&5F:6YE9"!I;B!B:396-T:6]N(#8V+C P(&]F('1H:7,@0V]D92P@
M=VET:&EN(#(P,"!F965T(&]F(&%N>2!R97-I9&5N=&EA;"!B=6EL9&EN9R!B
M971W965N('1H92!H;W5R<R!O9B Y.C P(' N;2X@86YD(#8Z,# @82YM+B!O
M9B!T:&4@9F]L;&]W:6YG(&1A>2P@=6YL97-S(&$$@<&5R;6ET(&ET('1H97)E9F]R
M92!H87,@8F5E;B!D=6QY(&]B=&%I;F5D(&)E9F]R96AA;F0@9G)O;2!T:&4@
M0F]A<F0@;V8@4&4@4&4<V@+U(EY7&E^<G,N/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV/L*@PJ#"H%1H92!P<F]V:7-I;VYS(&]F('1H:7,@<V5C=&EO
M;B!S:&%L;"!N;W0@87!P;'D@=&\@=&AE(&-O;&QE8W1I;VX@;W(@9&ES<&]S
M8V5D97)E;G1E<F5D(&)E9F]R96AA;F0@9G)O;2!T:&4@0F]A<F0@;V8@4&4@
M86YY(&1I=F5R<VEO;B!F<F]M('1H92!A;&QE>2!W:&EC:"!I<R!A9&IA8V5N
M=" O(B]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM
M8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV/L*@PJ#"H$9O<B!T:&4@<'5R<&]S97,@;V8@=&AI<R!S
M96-T:6]N+"!T:&4@9F]L;&]W:6YG('1E<FUS('-H86QL(&)E(&%S(&9O;&QO
M=W,Z/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!;&QE>2!R97-I9&5N
M=&EA;"!A<F5A(&UE86YS(&%N>2!A<F5A(&=E;F5R86QL>2!S:71U871E9"!O
M969I;F5D(&EN(%-E8W1I;VX@,3$Q+C Q*&LI(&]F('1H:7,@0V]D92P@=&AA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(CX\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\
M<W!A;B!D97!T:#TB,R(@+SX\9&EV(&-L87-S/2)!<G1I8VQE(CX\9&EV/CQA
M(&YA;64](DI$7T,Q,4$T(B!I9#TB2D1?0S$Q030B('1I=&QE/2)#,3%!-"(@
M+SY!4E1)0TQ%(#0\8G(@+SY614A)0TQ%4SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES
M:7,B/E-E8W1I;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ,30N,#'"H,*@PJ!696AI8VQE
M(%)E<&%I<G,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$T+C RPJ#"H,*@36]T;W(@1')I
M=F5N(%9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C$Q-"XP,\*@PJ#"H%9E:&EC
M;&5S(.* DR!,;V%D:6YG(&%N9"!5;FQO861I;F<N/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^
M,3$T+C TPJ#"H,*@075D:6)L92!3:6=N86QI;F<@1&5V:6-E<RX\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,30N,#7"H,*@PJ!!=6110FQE(%-I9VYA;',@1&5S:6YG(%$1E=FEC
M97,@XH"3($-O;6UE<F-I86P@1F]O9"!696YD:6YG(%)E<'!A;&QE='!O9&EV/CQD:78@8VQA<W,](D%N
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B
M/C$Q-"XP-L*@PJ#"H%9E:&EC;&4@5&AE9G0@06QA<FT@4WES=&5M<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,30N,#?"H,*@PJ!!=6110FQE(%-I9VYA;',@1&5S:6YG(%$1E=FEC
M;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP,2(@:60]
M/2)*1%\Q,30N,#$N(B!T:71L93TB,3$T+C Q+B(@+SY314-424].(#$Q-"XP,2["
MH"!614A)0TQ%(%)%4$%)4E,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/CQA(&YA;64](#QS<&%N('-T>6QE/2)F;VYT+7=E:
M=#HH@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$$%M96YD960@8GD@3W)D+B!/<F0N,34V
M+#,V,RP@.169F+B S+S(Y+S(S)2W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N+"!W:71H:6X@86YY(')E<VED96YT:6%L('!R;W!E<G1Y(&QO8V%T960@
M=VET:&EN(&%N>2!R97-I9&5N=&EA;"!Z;VYE(&]F('1H92!#:71Y(&]R('=I
M=&AI;B U,# @9F5E="!T:&5R96]F+"!T;R!R97!A:7(L(')E8G5I;&0L(&0L(')E
M8V]N<W1R=6-T(&]R(&1I<VUA;G1L92!A;GD@;6]T;W(@=F5H:6-L92!B971W
M965N('1H92!H;W5R<R!O9B X.C P(' N;2X@;V8@;VYE(&1A>2!A;F0@.#HP
M,"!A+FTN(&]F('1H92!N97AT(&1A>2!I;B!S=6-H(&UA;FYE<CH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P=" (^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4
M:&%T(&$@<F5A<V]N86)L92!P97)S;VX@<F5S:61I;F<@:6X@=&AE(&%R96$@
M:7,@8V%U<V5D(&1I<V-O;69O<G0@;W(@86YN;WEA;F-E.SPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H%1H870@
M<W5C:"!A8W1I=FET>2!I<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!I;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H$%S('1O(&-R
M96%T92!A;GD@;F]I<V4@=VAI8V@@=V]U;&0@8V%U<V4@=&AE(&YO:7-E(&QE
M=F5L(&]N('1H92!P<F5M:7-E<R!O9B!A;GD@;V-C=7!I960@<F5S:61E;G1I
M86P@<')O<&5R='DL(&]R(&EF(&$@8V]N9&]M:6YI=6TL(&%P87)T;65N="!H
M;W5S92!O<B!D=7!L97@L('=I=&AI;B!A;GD@861J;VEN:6YG('5N:70L('1O
M(&5X8V5E9"!T:&4@86UB:65N="!N;VES92!L979E;"!B>2!M;W)E('1H86X@
M9FEV92 H-2D@9&5C:6)E;',N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@
M9&5P=&@](C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE
M/2)*1%\Q,30N,#(N#(N(B!I9#TB2D1?,3$T+C R+B(@=&ET;&4](C$Q-"XP,BXB
M("\^4T5#+B Q,30N,#(N(NPJ @34]43U(@1%))5D5.(%9%2$E#3$$\+CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!
M;65N9&5D(&)Y($]R9"X@3F\N(#$U-BPC,L($5F9BX@,RR\R.2\X,BXI/"]S
M<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ!)
M=2!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!R=6X@;G)E87-O
M;F%B;'D@;W!E<F%T92!A;GD@;6]T;W(@9')I=F5N('9E:&EC;&$@;W(@;6%R
M;GD@<')O<&5R='D@=VET:&EN('1H92!#:71Y(&]R('1O('5N<F5A<V]N86)L
M>2!A8V-E;&5R871E('1H92!E;F=I;F4@;V8@86YY('9E:&EC;&4L(&]R('5N
M<F5A<V]N86)L>2!S;W5N9"!P@8FQO=R!O<B!O<&5R871E('1H92!H;W)N(&]R
M(&]T:&5R('=A<FYI;F<@9&5V:6-E(&]F('-U8V@@=F5H:6-L92!I;B!S=6-H
M(&UA;FYE<B!A<R!T;R!C<F5A=&4@86YY(&QO=60@;W(@=6YN96-E<W-A<GD@
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ Q+L*@PJ#"H$%S('1O(&1I<W1U<F(@=&AE('!E86-E+"!Q=6EE="!A
M;F0@8V]M9F]R=""!O9B!A;GD@;F5I9VAB;W)H;V]D(&]R(&]F(&%N>2!R96%S
M;VYA8FQE('!E<G-O;B!R97-I9&EN9R!I;B!S=6-H(&%R96$\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ R+L*@PJ#"H%1H870@
M<W5C:"!A8W1I=FET>2!I<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!I;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H#,NPJ#"H,*@07,@=&\@8W)E
M871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S92!T:&4@;F]I<V4@;&5V
M96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O8V-U<&EE9"!R97-I9&5N=&EA
M;"!P<F]P97)T>2!P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A<G1M96YT(&AO
M=7-E(&]R(&1U<&QE>"P@=VET:&EN(&%N>2!A9&IO:6YI;F<@<@=6YI="P@=&\@
M97AC965D('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F
M:79E("@U*2!D96-I8F5L<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#"H,*@5&AI<R!S96-T:6]N('-H86QL(&YO="!B92!A<'!L:6-A
M8FQE('1O(&%N>2!V96AI8VQE('=H:6-H(&ES(&]P97)A=&5D('5P;VX@86YY
M('!U8FQI8R!H:6=H=V%Y+"!S=')E970@;W(@<FEG:'0M;V8M=V%Y(&]R('1O
M('1H92!O<&5R871I;VX@;V8@86YY(&]F9BUH:6=H=V%Y('9E:&EC;&4@=&\@
M=&AE(&5X=&5N="!I="!I<R!R96=U;&%T960@:6X@=&AE(%9E:&EC;&4@0V]D
M92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP,RXB(&ED
M/2)*1%\Q,30N,#,N(B!T:71L93TB,3$T+C S+B(@+SY314,N(#$Q-"XP,R[!"
MH"!614A)0TQE(%4R#B@),@3$]!1$E.1R!!3D0@54Y,3T%$24Y'+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ \<W!A
M;B!S='EL93TB9F]N="US='EL93H@;F]R;6%L.R!F;VYT+7=E:6=H=#H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!*2!;65N
M9&5D(&)Y($]R9"X@3F\N(#$$V-BPU,"L($$5F9BX@,2\Q+S(Q,SI/"]]S<&%N
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H82G"H,*@PJ!)="!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!L;V%D+"!U;FQO
M860L(&]P96X@;W(@8VQO<V4L(&]R(&]T:&5R=VES92!H86YD;&4@8F]X97,L
M;W=I;F<@9&%Y+"!T;R!L;V%D(&]R('5N;&]A9"!A;GD@=F5H:6-L92P@;W(@
M;W!E<F%T92!A;GD@9&]L;&EE<RP@8V%R=',L(&9O<FML:69T<RP@;W(@;W1H
M97(@=VAE96QE9"!E<75I<&UE;G0L('=H:6-H(&-A=7-E<R!A;GD@:6UP=6QS
M:79E('-O=6YD+"!R875C;W5S(&]R('5N;F5C97-S87)Y(&YO:7-E('=I=&AI
M;B R,# @9F5E="!O9B!A;GD@<F5S:61E;G1I86P@8G5I;&1I;F<N/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H"AB*<*@PJ#"H$ER<F5S<&5C=&EV
M92!O9B!T:&4@<')O=FES:6]N<R!O9B!3=6)S96-T:6]N("AA*2P@;&]A9&EN
M9R!O<B!U;FQO861I;F<@;V8@=F5H:6-L97,L(&]R('1Y<&4@;V8@86-T
M:79I='D@<F5F97)R960@=&\@:6X@4W5B<V5C=&EO;B H82D@;6%Y(&]C8W5R
M(&)E='=E96X@=&AE(&AO=7)S(&]F(#8Z,# @82YM+B!T;R R Q,3HP,"!P+FTN
M(&]F('1H92!S86UE(&1A>2!P=7)S=6%N="!T;R!A('!E<FUI="!I<W-U960@
M8GD@=&AE($1E<&%R=&UE;G0@;V8@5')A;G-P;W)T871I;VX@86-C;W)D
M86YC92!W:71H(&$@8G5S:6YE<W,@<')O9W)A;2!A<R!D969I;F5D(&)Y('-A
M:60@9&5P87)T;65N="["H"!4:&ES('!E<FUI="!P<F]G<F%M('=O=6QD(&)E
M(&QI;6ET960@=&\@=&AE(&%R96$@8F]U;F1E9"!B>2!I797-T97)N($%V96YU
M92P@4V%N=&$@36]N:6-A($)L=F0N+"!#9R65W87DL($-E;G1U<GD@4&%R:R!%
M=&AE(%-A;B!$:65G;R!&<F5E=V%Y+"!W:71H:6X@=&AE(&QI;6ET<R!O9B!T
M:&4@0VET>2!O9B,;W,@06YG96QE<RX@4W5C:"!P97)M:71S('=I;&P@;F]T
M(&)E(&ES<W5E9"!T;R!H:6=H+6YO:7-E(&)U<VEN97-S97,@<W5C:"!A<R!T
M<F%S:"!P:6-K=7 N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M
M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@]
M(C8B("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=B!CX\82!N86UE/2)*1%Q
M,30N,#0N(B!I9#TB2D1?,?,3$T+C T+B(@=&ET;&4](C$T+C T+B @+B C("\^4T5#
M+B Q,30N,#0N
I9#TB2D1?,?,3$T+C T+B(@=&ET;&4](C$T+C T+B @+B C("\^4T5#
M+B Q,30N,#0NPJ @055$24),12!324=.04Q)3D<@1$5624-%4RX\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@/'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ(&YO;F4[('1E>'0M9&5C;W)A=&EO;CH061D
M960@8GD@3W)D+B!.;RX@,38Q+#8Q."P@169F+B Y+S(V+S@N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTZ,3!P=" B/DAL;&5G86P@=&\@;W!E<F%T92!O
M<B!U<V4@;W(@<&5R;6ET('1H92!U<V4@;V8@86YY(&QO=61S<&5A:V5R+"!S
M;W5N9"!A;7!L:69I97(L(&1I<V,@:F]C:V5Y(&5Q=6EP;65N="P@<F%D:6\L
M('1E;&5V:7-I;VXL('!H;VYO9W)A<&@L(&UU<VEC86P@:6YS=')U;65N="!O
M<B!M=7-I8V%L(&1E=FEC92!T:&%T(&ES(&%M<&QI9FEE9"!T;R!A('!O:6YT
M(&1I<W1U<F)I;F<@=&\@:&]M97,@;W(@<F5S:61E;G1S(&EN(&%N>2!A<F5A
MH"!6:6]L871I;VXN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
```

```
M86X@:6YF<F%C=&EO;L*@(%1H:7,@<V5C=&EO;B!D;V5S(&YO="!A9&1R97-S
M(&AO<FX@;W(@=V%R;FEN9R!D979I8V5S(')E9W5L871E9"!I;B!I<G1I8VQE
M(#$@;V8@0VAA<'1E<B U(&]F($1I=FES:6]N(#$R(&]F('1H92!696AI8VQE
M($-O9&4@;V8@=&AE(%-T871E(&]F($-A;&EF;W)N:6$L(&-O;6UE;F-I;F<@
M870@4V5C=&EO;B R-S P,"["H" \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/BA,87-T('-E;G1E;F-E(&%M96YD960@8GD@
M3W)D+B!.;RX@,38U+C$Y,2P@169F+B Q,"\R,R\X.2XI/"]S<&%N/CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
M;6%R9VEN+6)O='1O;3,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3,'!T
M(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,]
M(E-E8W1I;VXB/CQD:78^/&$@;F%M93TB2D1?,3$T+C U+B(@:60](DI$7S$Q
M-"XP-2XB('1I=&QE/2(Q,30N,#4N(B O/E-%0RX@,3$T+C U+L*@($%51$E"
M3$4@041615)425-)3D<@1$5624-%4R#B@),@0T]-34520TE!3"!&3T]$($%9%
M3D1/4E,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^*$%D9&5D(&)Y($]R9"X@3F\N(#$V-"PU,S(L($5F9BX@-"\R
M,"\X.2XI/"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3,'!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!.
M;W1W:71H<W1A;F1I;F<@=&AE('!R;W9I<VEO;G,@;V8@4V5C=&EO;B Q,30N
M,#0L(&ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N+"!T;R!S
M;W5N9"P@8FQO=R!O<B!O<&5R871E(&%N>2!M=7-I8RP@8VAI;65S(&]R(&)E
M;&QS+"!O<B!A;GD@<VEM:6QA<B!S;W5N9"!D979I8V4L(&%M<&QI9FEE9"!O
M<B!O=&AE<G=I<V4L('=I=&AI;B R,# @9F5E="!O9B!A;GD@<F5S:61E;G1I
M86P@8G5I;&1I;F<@8F5T=V5E;B!T:&4@:&]U<G,@;V8@.3HP,"!P+FTN(&%N
M9" W.C P(&$N;2X@=&AE(&YE>'0@9&%Y('=H:6QE(&]P97)A=&EN9R!A(&-A
M=&5R:6YG('1R=6-K+"!A<R!T:&%T('1E<FT@:7,@9&5F:6YE9"!I;B!396-T
M:6]N(#@P+C<S(&]F('1H92!-=6YI8VEP86P@0V]D92X\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VTZ,3!P=" ^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTZ,3!P=" ^PJ \+V1I
M=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6]N
M(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP-BXB(&ED/2)*1%\Q,30N,#8N(B!T
M:71L93TB,3$T+C V+B(@+SY314,N(#$Q-"XP-BX@(%(H"!614A)0TQ%(%1(
M($%,05)-(%-94U1%35,N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@
M8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*$$9O<FUE<B!396-T:6]N(#$Q-"XP-B!R97!E
M97)E9"!B>2!/<F0N($YO+B Q-C0L-3,R+"!%9F8N(#0O,C O.#DN*3PO<W!A
M;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
```

```
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@
M=6YL87=F=6P@9F]R(&%N>2!P97)S;VX@=&\@:6YS=&%L;"P@;W!E<F%T92!O
M<B!U<V4@86YY('9E:&EC;&4@=&AE9G0@86QA<FT@<WES=&5M('1H870@96UI
M=',@;W(@8V%U<V5S('1H92!E;6ES<VEO;B!O9B!A;B!A=6118FQE('-O=6YD
M+"!W:&EC:"!I<R!N;W0L(&]R(&1O97,@;F]T(&)E8V]M92P@875T;VUA=&EC
M86QL>2!A;F0@8V]M<&QE=&5L>2!S:6QE;F-E9"!W:71H:6X@9FEV92!M:6YU
M=&5S+B!4:&4@=&EM92!P97)I;V0@<VAA;&P@8F4@8V%L8W5L871E9"!B87-E
M9"!U<&]N('1H92!E;6ES<VEO;B!O9B!T:&4@9FER<W0@875D:6)L92!S;W5N
M9"!A;F0@<VAA;&P@96YD(&9I=F4@;6EN=71E<R!T:&5R96%F=&5R(&YO='=I
M=&AS=&%N9&EN9R!A;GD@=F%R:6%T:6]N(&]R('-T;W!P86=E(&EN('1H92!E
M;6ES<VEO;G,@;V8@875D:6)L92!S;W5N9"["H"!6:6]L871I;VX@;V8@=&AI
M<R!S96-T:6]N('-H86QL(&-O;G-T:71U=&4@86X@:6YF<F%C=&EO;BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI$7S$Q-"XP-RXB(&ED/2)*1%\Q
M,30N,#<N(B!T:71L93TB,3$T+C W+B(@+SY314,N(#$Q-"XP-R["H"!!541)
M0DQ%(%-405154R!)3D1)0T%43U(N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*$%D9&5D(&)Y($]R9"X@3F\N(#$V
M.2PW.#4L($$5F9BX@-B\Y+SDT+BD\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H$ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N('1O(&EN<W1A;&PL(&]P97)A=&4L('5S92!O<B!M86EN=&%I;B!A;GD@
M=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@=&AA=B8V@@=71I;&EZ97,@86X@
M875D:6)L92!S=&%T=7,@:6YD:6-A=&]R+B!4:&ES('-E8W1I;VX@<VAA;&P@
M=&AE(&5M:7-S:6]N(&]F(&%N(&%U9&EB;&4@<V]U;F0@9F]R(&$@9'5R871I
M;VX@;6]R92!T:&%N(&]N92!M:6YU=&4@<&]J @5&AE('1I;64@<&5R:6]D
M('-H86QL(&)E(&-A;&-U;&%T960@9G)O;2!T:&4@<&]I;G0@:6X@=&EM92!O
M9B!T:&4@96UI<W-I;VX@;V8@=&AE(&9I<G-T(&%U9&EB;&4@<V]U;F0@=7-E
M9"!I;B!C86QC=6QA=&EO;B!A;F0@<VAA;&P@96YD(&]N92!M:6YU=&4@=&AE
M<F5A9G1E<BP@;F]T=VET:'-T86YD:6YG(&%N>2!V87)I871I;VX@;W(@=&5M
M<&]R87)Y('-T;W!P86=E(&EN('1H92!E;6ES<VEO;B!O9B!A=6118FQE('-O
M=6YD+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!<R!U<V5D(&EN
M('1H:7,@<V5C=&EO;BP@86X@875D:6)L92!S=&%T=7,@:6YD:6-A=&]R(&ES
M(&$$@8V]M<&]N96YT(&]F(&$@=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@
M=VAI8V@@96UI=',@<V]U;F0@875D:6)L92!O=71S:61E('1H92!V96AI8VQE
M(&9O<B!T:&4@<'5R<&]S92!O9B!W87)N:6YG('1H870@82!V96AI8VQE('1H
M969T(&%L87)M('-Y<W1E;2!I<R!I;G-T86QL960@86YD(&%R;65D(&]R(&]P
M97)A=&EO;F%L+L*@(%1H92!T97)M(.* G#QS<&%N('-T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^875D:6)L92!S=&%T=7,@:6YD:6-A
M=&]R/"]S<&%N/CQS<&%N('-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!I;FQI;F4[(C[B@)T@<VAA;&P@:6YC;'5D92!A;GD@9&5V:6-E('=H:6-H
M(&5M:71S(&$@8VAI<G!I;F<L('9O:6-E(&UE<W-A9V4@;W(@;W1H97(@<V]U;F0@
M=VAE;B!A;B!A<'!R;V%C:&EN9R!P97)S;VX@:7,@=VET:&EN(&$@8V5R=&%I
M;B!D:7-T86YC92!O9B!T:&4@=F5H:6-L92!I;B!W:&EC:"!T:&4@9&5V:6-E
M(&ES(&EN<W1A;&QE9"X\+W-P86X^/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H$EN('1H92!E=F5N="!E;F9O<F-E;65N="!O9B!A('9I;VQA=&EO
M;B!O8V-U<G,@=6YD97(@=&AI<R!S96-T:6]N+"!N;R!E;F9O<F-E;65N="!S
M:&%L;"!B92!T86ME;B!U;F1E<B!396-T:6]N(#@P+C<U+FP@;V8@=&AE($UU
M;FEC:7!A;"!#;V1E(&9O<B!T:&4@<V%M92!V:6]L871I;VXN/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%9I;VQA=&EO;B!O9B!A;GD@<')O=FES
M:6]N(&]F('1H:7,@<V5C=&EO;B!S:&%L;"!C;VYS=&ET=71E(&%N(&EN9G)A
M8W1I;VXN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM
M8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D
M:78^/"]D:78^/'-P86X@9&5P=&@](C,B("\^/&1I=B!C;&%S<STB07)T:6-L
M92(^/&1I=B!C;&%S<STB82!N86UE/2)$*1%]#,3%!-2(@:60](DI$7T,Q,4$U
M93TB0S$Q034B("\^05)424-,12 U/&)R("\^04U03$E&245$(%-/54Y$($/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P
M<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2)!;F%L>7-I<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"UL979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C$Q
M-2XP,<*@PJ#"H%!U<G!O<V4N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$U+C RPJ#"H,*@
M4')O:&EB:71I;VX@86YD(%)E9W5L871I;VYS+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"UL979E;"(^/&1I=B!S='EL93TB=&5X="UI;F1E;G0Z
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"UL979E
M;"(^/&1I=B!S='EL93TB=&5X="UI;F1E;G0Z;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](DE8W1I;VXB/CQD
M:78^/&$@;F%M93TB2D1?,3$U+C Q+B(@:60](DI$7S$Q-2XP,2XB('1I=&QE
M/2(Q,34N,#$N(B O/E-%0RX@,3$U+C Q+L*@(%!54E!/4T4N/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%1H92!#;W5N8VEL(&5N86-T<R!T:&ES
M(&QE9VES;&%T:6]N(&9O<B!T:&4@<V]L92!P=7)P;W-E(&]F('-E8W5R:6YG
M(&%N9"!P<F]M;W1I;F<@=&AE('!U8FQI8R!H96%L=&@L(&-O;69O<G0L('-A
M9F5T>2P@86YD('=E;&9A<F4@;V8@:71S(&-I=&EZ96YS>2[""H"!7:&EL92!R
M96-O9VYI>FEN9R!T:&%T(&-E<G1A:6X@=7-E<R!O9B!S;W5N9"!A;7!L:69Y
M:6YG(&5Q=6EP;65N="!A<F4@<')O=&5C=&5D(&)Y('1H92!C;VYS=&ET=71I
M;VYA;"!R:6=H=',@;V8@9G)E961O;2!O9B!S<&5E8V@@86YD(&%S<V5M8FQY
M+"!T:&4@0V]U;F-I;"!N979E<G1H96QE<W,@9F5E;',@=',@;V)L:6=A=&5D('1O
M(')E87-O;F%B;'D@<F5G=6QA=&4@=&AE('5S92!O9B!S;W5N9"!A;7!L:69Y
M:6YG(&5Q=6EP;65N="!I;B!O<F1E<B!T;R!P<F]T96-T('1H92!C;W)R96QA
M=&EV92!C;VYS=&ET=71I;VYA;"!R:6=H=',@;V8@=&AE(&-I=&EZ96YS(&]F
M('1H:7,@8V]M;75N:71Y('1O('!R:79A8WD@86YD(&9R965D;VT@9G)O;2!P
M=6)L:6,@;G5I<V%N8V4@;V8@;&]U9"!A;F0@=6YN96-E<W-A<GD@;F]I<V4N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C8B("\^/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q,34N,#(B(&ED/2)*
M2D1?,3$U+C R+B(@=&ET;&4](C$Q-2XP,B(@+SY&3U(@4U1!3D1!4D13+B!4
M4%)/2$E"251%1"!!0U1)5DE42453+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M8VQA<W<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C[""H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=C[""H,*@PJ!)="!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E
M<G-O;BP@;W(@=&AE(&%G96YT(&]R(&5M<&QO>65E(&]F(&%N>2!P97)S;VXL
M('!R;W9I9&5D(&EN('1H:7,@;&]C86P@;&%W+"!T;R!O<&5R871E(&]R('5S
M92!O<B!P97)M:70@=&\@8F4@;W!E<F%T960@;W(@=7-E9"!A;GD@<F%D:6\L
M('1E;&5V:7-I;VX@<V5T+"!P:&]N;V=R87!H+"!D<G5M+"!M=7-I8V%L(&EN
M<W1R=6UE;G0L(&QO=61S<&5A:V5R+"!S;W5N9"!A;7!L:69I97(L(&]R(&]T
M:&5R(&1E=FEC92!F;W(@=&AE('!R;V1U8W1I;VX@;W(@<F5P<F]D=6-T:6]N
M(&]F('-O=6YD(&EN(&$@;6%N;F5R(&%S('1O(&1I<W1U<F(@=&AE('!E86-E
M+"!Q=6EE="!A;F0@8V]M9F]R="!O9B!T:&4@;F5I9VAB;W)H;V]D(&]R(&]F
M(&%N>2!R96%S;VYA8FQE('!E<G-O;B!O9B!N;W)M86P@<V5N<VET:79E;F5S
M<R!I;B!T:&4@=FEC:6YI='D@;V8@<W5C:"!O<&5R871I;VXN/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C8B
M("\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q,34N
M,#,B(&ED/2)*1%\Q,34N,#,B('1I=&QE/2(Q,34N,#,B("\^1D]2(%-404Y$
M04Y$4RX@4%)%4U5-4%1)5D4@5DE/3$%424].4RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
```

```
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!)
M;B!A;&P@<F5S:61E;G1I86P@>F]N97,@86YD('=I=&AI;B U,# @9F5E="!T
M:&5R96]F+"!N;R!S;W5N9"!A;7!L:69Y:6YG(&5Q=6EP;65N="!S:&%L;"!B
M92!I;G-T86QL960L(&]P97)A=&5D(&]R('5S960@9F]R(&-O;6UE<F-I86P@
M<'5R<&]S97,@870@86YY('1I;64N/"]D:78^/"]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B
M/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"H,*@5&AE(&]P97)A=&EO;B!O<B!U
M<V4@;V8@<V]U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@9F]R(&YO;F-O;6UE
M<F-I86P@<'5R<&]S97,@:6X@86QL(')E<VED96YT:6%L('IO;F5S(&%N9"!W
M:71H:6X@-3 P(&9E970@=&AE<F5O9BP@97AC97!T('=H96X@=7-E9"!F;W(@
M<F5G=6QA<FQY('-C:&5D=6QE9"!O<&5R871I=F4@9G5N8W1I;VYS(&)Y(&%N
M>2!S8VAO;VP@;W(@9F]R('1H92!U<W5A;"!A;F0@8W5S=&]M87)Y('!U<G!O
M<V5S(&]F(&%N>2!C:'5R8V@L(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@-#HS,"!P+FTN(&%N9" Y.C P(&$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^
MPJ#"H,*@*&,IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!I;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!C
M;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@.3HP,"!P+FTN(&%N9" X.C P(&$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^
MPJ#"H,*@*&0IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!I;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('-O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!N
M;VYC;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T
M:&4@:&]U<G,@;V8@,3 Z,# @<"YM+B!A;F0@-SHP,"!A+FTN(&]F('1H92!F
M;VQL;W=I;F<@9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"H"AE*<*@PJ#"H%1H92!O;FQY('-O=6YD<R!P97)M:71T960@
M<VAA;&P@8F4@96ET:&5R(&UU<VEC+"!H=6UA;B!S<&5E8V@L(&]R(&)O=&@N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&8I
MPJ#"H,*@4V]U;F0@96UA;F%T:6YG(&9R;VT@<V]U;F0@86UP;&EF>6EN9R!E
M<75I<&UE;G0@<VAA;&P@;F]T(&EX8V5E9"!F:69T>2!D96-I8F5L<R!A="!A
M(&EN=&5N<VET>2!A<R!F;VQL;W=S.CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#,B/L*@PJ#"H#$NPJ#"H,*@5&AE('-O=6YD('-H86QL(&YO
M="!B92!A=61I8FQE(&%T(&$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#(P,"!F
M965T(&9R;VT@=&AE('-O=6YD(&5Q=6EP;65N="X\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ R+L*@PJ#"H$EN(&YO(&5V96YT
M('-H86QL('1H92!S;W5N9"!B92!L;W5D(&%N9"!R875C;W5S(&]R('5N<F5A
M<V]N86)L>2!J87)R:6YG+"!D:7-T=7)B:6YG+"!A;FYO>6EN9R!O<B!A(&YU
M:7-A;F-E('1O(')E87-O;F%B;&4@<&5R<V]N<R!O9B!N;W)M86P@<V5N<VET
M:79E;F5S<R!W:71H:6X@=&AE(&%R96$@;V8@875D:6)I;&ET>2X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9RG"H,*@PJ!%
M>&-E<'0@87,@<')O=FED960@:6X@*&(I(&%B;W9E+"!N;R!S;W5N9"!A;7!L
M:69Y:6YG(&5Q=6EP;65N="!S:&%L;"!B92!O<&5R871E9"!U<&]N(&%N>2!P
M<F]P97)T>2!A9&IA8V5N="!T;R!A;F0@=VET:&EN(#(P,"!F965T(&]F(&%N
M>2!H;W-P:71A;"!G<F]U;F1S(&]R(&%N>2!S8VAO;VP@;W(@8VAU<F-H(&)U
M:6QD:6YG('=H:6QE(&EN('5S92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:"G"H,*@PJ \<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y($]R9"X@3F\N
M(#$T-2PV.3$L($5F9BX@-2\R+S@W.R!T;R!B92!C;V1I9FEE9"!I;B!T:&4@
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.Y.B!I;FQI;F4[(CX@*&)Y4:&4@;W!E<F%T:6]N
M(&]R('5S92!O9B!A;GD@<W1U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@:6YS
M=&%L;&5D+"!M;W5N=&5D+"!A='1A8VAE9"!O<B!C87)R:65D(&]N(&]R(&)Y
M(&%N>2!S;W5N9"!T<G5C:R!I<R!F=7)T:&5R(')E<W1R:6-T960Z/"]S<&%N
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#$N
MPJ#"H,*@5VET:&EN('1H92!#96YT<F%L(%1R869F:6,@9&ES=')I8W0@870@
M86YY('1I;64[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,R(^
MPJ#"H,*@,B["H,*@PJ!5<&]N(&$@=&AU<G-D87DL('-U;F1A>2!O9B!A;GD@
M;B!697)Y)M;VYT($$%V96YU92!A;F0@3&$$@0G)E82!A=F5N=64@=&EM93L\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ S+L*@PJ#"
MH%5P;VX@5VEL<VAI<F4@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O=`1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#0NPJ#"H,*@57!O
M;B!3=6YS970@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M=`1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#4NPJ#"H,*@57!O;B!6:6YE
M(%-T<F5E="!A="!A;GD@=&EM93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPS(C["H,*@PJ V+L*@PJ#"H%5P;VX@86YY('-T<F5E="!B971W
M965N('1H92!H;W5R<R!O9B T.C,P(' N;2X@86YD(#DZ,# @82YM+B!O9B!T
M:&4@9F]L;&]W:6YG(&1A>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPS(C["H,*@PJ W+L*@PJ#"H%5P;VX@86YY('-T<F5E="!O;B!A;GD@
M4W5N9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O=`1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O=`1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O=`1O;3TQ,'!T(C["H#PO
M9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@8VQA<W,](D%R=&EC
M;&4B/CQD:78^/&$@;F%M93TB2D1?0S$Q038B(&ED/2)*1%]#,3%!-B(@=&ET
M;&4](D,Q,4$V(B O/D%25$E#3$4@-CQB<B O/D=%3D5204P@3D])4T4\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@8VQA<W,](D%N86QY<VES(CY396-T:6]N/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3$V
M+C QPJ#"H,*@3&]U9"P@56YN96-E<W-A<GD@86YD(%5N=7-U86P@3F]I<V4N
M/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T
M>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M
M/3$P<'0B/L*@/"]D:78^/"]D:78^/'-P86X@9&5P=&@](C8B("\^/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%]#,3%!-B\Q,38N,#$B
M2D1?,3$V+C Q+B(@=&ET;&4](C$Q-BXP,2(@+SXQ,38N,#$\+V1I=CX\8G(@
M3$]5+"!53DY%0T534T%262!!3D0@54Y54U5!3"!.3TE313PO9&EV/CPO9&EV
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G
M:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L/L*@PJ#"H$$YO='=I=&AS=&%N9&EN9R!A;GD@;W1H
```

```
M97(@<')O=FES:6]N<R!O9B!T:&ES(&-H87!T97(@86YD(&EN(&%D9&ET:6]N
M('1H97)E=&\L(&ET('-H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N
M('1O('=I;&QF=6QL>2!M86ME(&]R(&-O;G1I;G5E+"!O<B!C875S92!T;R!B
M92!M861E(&]R(&-O;G1I;G5E9"P@86YY(&QO=60L('5N;F5C97-S87)Y+"!A
M;F0@=6YU<W5A;"!N;VES92!W:&EC:"!D:7-T=7)B<R!T:&4@<&5A8V4@;W(@
M<75I970@;V8@86YY(&YE:6=H8F]R:&]O9"!O<B!W:&EC:"!C875S97,@9&ES
M8V]M9F]R=")O<B!A;FYO>6%N8V4@=&\@86YY(')E87-O;F%B;&4@<&5R<V]N
M(&]F(&YO<FUA;"!S96YS:71I=F5N97-S(')E<VED:6YG(&EN('1H92!A<F5A
M+L*@(%1H92!S=&%N9&%R9"!W:&EC:"!M87D@8F4@8V]N<VED97)E9"!I;B!D
M971E<FUI;FEN9R!W:&5T:&5R(&$@=FEO;&%T:6]N(&]F('1H92!P<F]V:7-I
M;VYS(&]F('1H:7,@<V5C=&EO;B!E>&ES=',@;6%Y(&EN8VQU9&4L(&)U="!N
M;W0@8F4@;&EM:71E9"!T;RP@=&AE(&9O;&QO=VEN9SH\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]((FUA<F=I;BUB
M;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4:&4@;&5V
M96P@;V8@;F]I<V4[/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^
M/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,B(^PJ#"H,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@;F%T=7)E(&]F('1H92!N
M;VES92!I<R!U<W5A;"!O<B!U;G5S=6%L.SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H%=H971H97(@=&AE(&]R
M:6=I;B!O9B!T:&4@;F]I<V4@:7,@;F%T=7)A;"!O<B!U;FYA='5R86P[/"]D
M:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE
M/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&0IPJ#"
MH,*@5&AE(&QE=F5L(&%N9"!I;G1E;G-I='D@;V8@=&AE(&)A8VMG<F]U;F0@
M;F]I<V4L(&EF(&%N>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4]((FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(DPR(C["H,*@PJ H92G"H,*@PJ!4:&4@<')O>&EM:71Y(&]F('1H92!N;VES
M92!T;R!R97-I9&5N=&EA;"!S;&5E<&EN9R!F86-I;&ET:65S.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M('-T>6QE/2)M87)G:6XM8F]T=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@
M*&8IPJ#"H,*@5&AE(&YA='5R92!A;F0@>F]N:6YG(&]F('1H92!A<F5A('=I
M=&AI;B!W:&EC:"!T:&4@;F]I<V4@96UA;F%T97,[/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&<IPJ#"H,*@5&AE(&1E;G-I
M='D@;V8@=&AE(&EN:&%B:71A=&EO;B!O9B!T:&4@87)E82!W:71H:6X@=VAI
M8V@@=&AE(&YO:7-E(&5M86YA=&5S.SPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#(B/L*@PJ#"H"AH*<*@PJ#"H%1H92!T:6UE(&]F('1H92!D
M87D@86YD(&YI9VAT('1H92!N;VES92!O8V-U<G,[/"]D:78^/"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('-T>6QE/2)M87)G:6XM8F]T
M=&]M/3$P<'0B/L*@/"]D:78^/"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&DIPJ#"H,*@5&AE(&1U<F%T
M:6]N(&]F('1H92!N;VES93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPR(C["H,*@PJ H:BG"H,*@PJ!7:&5T:&5R('1H92!N;VES92!I<R!R
M96-U<G)E;G0L(&EN=&5R;6ET=&5N="P@;W(@8V]N<W1A;G0[(&%N9#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
M;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AK*<*@PJ#"
MH%=H971H97(@=&AE(&YO:7-E(&ES('!R;V1U8V5D(&)Y(&$@8V]M;65R8VEA
M;"!O<B!N;VYC;VUM97)C:6%L(&%C=&EV:71Y+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["
;H#PO9&EV/CPO9&EV/CPO8F]D>3X\+VAT;6P^

end
```

MAIL

	[redacted]
	MARK DIBELL, Luminita R
	david.stoarker@lapd.lacity.org, Steve Soboroff, PETER ZARCONE, EDUARDO MADARANG, DANIEL PESQUEIRA, Dan Halden
Subject:	Subleting the Cashmere Club to other club promoters
Date:	07-Aug-2015 23:20
Attachments:	TEXT.htm [Save] [Open] Mime.822 *(excluded from export)* DSC07038.JPG [Save] [Open] DSC07013.JPG [Save] [Open] DSC07016.JPG [Save] [Open]
Creation Date:	07-Aug-2015 23:20
Store Date:	29-Oct-2015 17:37
Status:	forwarded,opened,read
Box Type:	received
Folder:	PETER ZARCONE Home > Mailbox
Message Id:	55C53D5A.LAPDDomB.POB5.200.2000037.1.B945.1

Lt. Dibell,

Please be advised that tonight, Friday, August 7, 2015, the Cashmere Club is not the one opened, instead the space has been subleased to other club promoters in direct violation of the conditions placed upon the alcohol license which your team supposed to enforce.

Tonight the big poster claims at the door shows that PEARL Club MyCastle & District Fridays are opened instead. This is their advertisement on Facebook:

Club MyCastel at Club MyCastel August 5 at 5:16pm · THIS FRIDAY: 90's Flashback Party !!!
800+ Party People!! Mega Venue!! 18+ Every Friday!!
PEARL Hollywood (1707 N. McCadden Pl. Hollywood CA)
FREE until 10:30PM || For Info Text "PEARL" to 323.841.9114
Like heart emoticon Share♥ Invite♥ Tag Friends smile emoticon

I took some pictures of the poster outside hereto and also pictures of the vehicles parked in the alley which are different then the ones used by the regular security guards. I also saw different security guards as well.

You have the duty to cite the owner of Cashmere club for this clear violation and to shut down this place tonight.

Truly yours,Luminita Roman1714 N. McCadden Pl. # 1103Los Angeles, CA 90028

TEXT.htm ATTACHMENT

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Club MyCastel <https://www.facebook.com/ClubMyCastel> at Club MyCastel <https://www.facebook.com/ClubMyCastel>

August 5 at 5:16pm
<https://www.facebook.com/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>
Â·
THIS FRIDAY: 90's Flashback Party !!!
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<https://www.facebookcom/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>

[Club MyCastel's photo.]
<https://www.facebook.com/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>

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You have the duty to cite the owner of Cashmere club for this clear violation and to shut down this place tonight.

Truly yours,
Luminita Roman
1714 N. McCadden Pl. # 1103

Los Angeles, CA 90028

From: 30657@lapd.lacity.org
To: DANIEL PESQUEIRA, PETER ZARCONE, Daniel Halden
Subject: Cashmere
Date: 31-Jul-2015 20:48
Attachments: TEXT.htm [Save] [Open]
Creation Date: 31-Jul-2015 20:48
Store Date: 29-Oct-2015 17:28
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Cashmere
Message Id: 55BBDF17.LAPDDomC.POC5.200.20000D7.1.C6F5.1

So everybody is aware, our officers just did an up front inspection at Cashmere and the manager on site is the manager of the location, and there is no promoter "sub-letting" the venue. It is an artist release party. Our officers and Sergeant Munoz will log the visit.

Mark

TEXT.htm ATTACHMENT

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Our officers and Sergeant Munoz will log the visit.

Mark

From:	32909@lapd.lacity.org
To:	MARK DIBELL, DANIEL PESQUEIRA
CC:	PETER ZARCONE, JEFFRY POOLE, RANDALL KUTSCHER
Subject:	Re: McCadden resident Lumiita Roman concerns about Club Cashmere
Date:	15-Jun-2015 10:43
Attachments:	TEXT.htm [Save] [Open]
Creation Date:	15-Jun-2015 10:42
Store Date:	21-Oct-2015 09:35
Status:	
Box Type:	unknown
Folder:	PETER ZARCONE Home > Sent Items > Fwd: Re: McCadden resident Lumiita Roman concerns about Club Cashmere
Message Id:	557EAC33.LAPDDomA.POA3.200.200003B.1.13332.1

Lt Dibell,

You said on your last email that Maggie has extensive knowledge. We will be scheduling a meeting for her with the Commander near the end of this week. Please ensure we get an email by Wednesday night that covers her concerns, meetings with her, completed investigations, concerns, etc. It will be used for a pre-meeting briefing with the Commander, and may be put into a letter to her.

Thanks you,

Titus

Sergeant Titus Tyler
Operations West Bureau
32909@lapd.lacity.org
213-473-0283

>>> TITUS TYLER 6/1/2015 2:25 PM >>>
Lt. Dibell,

Thank you for the call regarding the below email. The Commander asked me to set up a meeting with her after the background information is completed.

Titus

Sergeant Titus Tyler
Operations West Bureau

32909@lapd.lacity.org
213-473-0283

>>> TITUS TYLER 6/1/2015 1:27 PM >>>
Lt & Danny,

Luminita Roman called Bureau after she called the COP office about issues at Club Cashmere and was directed to us. She wants a meeting with the Bureau Chief. She said all of you were in a meeting with her and Captain Zarcone. She said the ABC, investigation process, etc. was explained to her. However, she believes it is not fast enough or extensive enough.

I will brief them on her concerns. They may request you complete a letter that would come from our office covering your awareness of the issues, past, current and future plans etc. that show our efforts.

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213-473-0283

MAIL

From:	30657@lapd.lacity.org
To:	PETER ZARCONE, Daniel Halden
CC:	OSBALDO RAMOS, Jackie Lawson
Subject:	Re: Nightclubs
Date:	05-Jun-2015 18:47
Attachments:	TEXT.htm [Save] [Open]
Creation Date:	05-Jun-2015 18:47
Store Date:	21-Oct-2015 09:19
Status:	
Box Type:	unknown
Folder:	PETER ZARCONE Home > Sent Items > Fwd: Re: Nightclubs
Message Id:	5571EEBF.LAPDDomC.POC5.200.20000D7.1.6F53.1

I will be in training in Oxnard all next week.

Mark

>>> Daniel Halden <daniel.halden@lacity.org> 6/5/2015 6:46 PM >>>
Hi all:

Would you be available for a meeting to discuss some of the nightclub issues? Let me know if Thurs 6/11 at 8:30 would work. I can come to the station.

FYI, I spoke with Luminita, the constituent on McCadden regarding Cashmere - she told me she had reached out to Dep. Chief Girmala as well.

Please let me know if Thurs works. Thanks!

Dan Halden
Hollywood Field Deputy
Councilmember Mitch O'Farrell
City of Los Angeles, 13th District
daniel.halden@lacity.org
(213) 207-3015
www.cd13.com

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Redaction Log

Reason	Page (# of occurrences)	Description
no reason	**128** (1)	---